

SF 051/56

9 May 2013

Subject: Notification of the allocation of warrants to management and employees of the Company and its subsidiary (not Directors) (ESOP)

To: President
The Stock Exchange of Thailand

Siam Future Development Public Company Limited would like to report the Preliminary details of the allocation of warrants to purchase ordinary shares of Siam Future Development Public Company Limited to be offered to management and employees of the Company and subsidiary (not Directors) (ESOP)

1. Purpose and rationale for the Issue

- 1.1 To motivate and remunerate the management and employees for their making best efforts for the success of the Company and its subsidiaries in the past years
- 1.2 To implant the spirit of ownership in the Company among the employees
- 1.3 To reward the employees for their commitment and dedication to the Company and its subsidiaries;
- 1.4 To retain all capable and efficient personnel to continue working with the Company and its subsidiaries in the long term; and

2. Indicative features of the Warrants

Title: Warrants to purchase ordinary shares of Siam Future Development Public Company Limited

Type: Registered and non-transferable Warrants. However, the Warrants may be transferred by inheritance or to the warrant holders' legitimate heir or representative or by any means as the Board of Directors or its designated person thinks fit.

Offering method: Offering to more than 35 management and employees of the Company and its subsidiaries (not Directors)

Amount of Warrants: 35,000,000 units

Amount of Shares reserved for the Exercise of Warrants: 35,000,000 shares, which is equal to 2.66% of the Company's total issued and outstanding shares

Term: 5 years commencing from the issuing date of the Warrants

Allocation: The Company's Board of Directors or its designated persons shall set the eligibility criteria and/or list of directors and employees eligible for allocation as well as amount of the allocated Warrants for each person, including other relevant terms and conditions.

Offering Price: Baht 0

Exercise Ratio: 1 warrant to 1 ordinary share. However, this ratio may be changed subject to the adjustment of the exercise rights.

Exercise Price : 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.

Offering Period: The Company will allocate the Warrants to the management and/or employees of the Company and its subsidiaries within one (1) year after resolution of Extraordinary General Meeting of Shareholders No. 1/2013.

Exercise conditions:

1. 1 year after granted, the warrant holders can exercise not more than 40% of the warrants allocated.
2. 2 years after granted, the warrant holders can exercise not more than 70% of the warrants allocated.
3. After 3 years, the warrant holders can exercise 100% of the warrants allocated.

Period of exercise: The warrant holders have to notify the company within 5 business days before the exercise date, which is the 30th day of every month until the maturity date of the 5-year warrants. The first exercise date is 1 year after the warrants approved by EGM No.1/2013. If the exercise date is the holiday of SET, the warrant holders can exercise the business day after.

Notes:

1. The Warrants which are left over from the exercise or are not exercised on any exercise date may be carried forward to the next exercise date until the end of the term of the Warrants.

2. The Warrants will have the last exercise period being 15 days prior to the maturity of the Warrants.

3. Exercise restrictions

3.1 The warrant holder may not exercise all of the Warrants allotted if the warrant holder resigns from being the director or employee of the Company or its subsidiaries or his or her employment contract is terminated before the Initial Exercise date of the Warrants.

If the warrant holder resigns or his or her employment contract is terminated after the Initial Exercise Date, the warrant holder shall return all unexercised Warrants to the Company by the day on which he or she ceases to be the management or employee.

3.2 If the warrant holder dies, is lost, is sick or permanently disabled, the warrant holder's legitimate heir or representative may exercise the Warrants according to the terms and conditions specified.

3.3 If the warrant holder is terminated from being a management or employee of the Company or its subsidiaries without proven guilty, he or she shall remain entitled to exercise the Warrants at any time until the Warrants become mature.

4. Allocation criteria and method

4.1 The Company will allocate the Warrants to the management and employees of the Company and its subsidiaries after the resolution of EGM No.1/2013.

4.2 The Warrants which are not exercised within the term of the warrants (5 years from the issuing date) will be cancelled.

4.3 List of the directors or employees (to whom more than 5 percent of the total Warrants are allocated) under the ESOP is set out below.

The Company's Board of Directors or its designated persons shall set the list of the management or employees whom more than 5 percent of the total Warrants are allocated.

4.4 The following table shows certain details relating to the director who receives the allocation of more than 5 percent of the total ESOP Warrants, e.g. historical records of his meeting attendance for 2013 and total remuneration received by him.

-NONE-

4.4.1 Potential benefits from the ESOP Warrants to be received by the director in Table 4.4, calculated from a difference between the Exercise Price and the market price.

-NONE-

4.4.2 Opinion of the Board of Directors and Remuneration Committee

N.A.

4.5 The qualifications of the management and employees of the Company and its subsidiaries who are eligible to be allocated warrants under this ESOP are as follows:

(a) He or she must be a management or employee of the Company or its subsidiaries on the date that the Warrants are issued.

(b) The amount of Warrants allocated to each management and employee may vary depending on that person's job title, work experience, term of service and potential as well as level of his or her contribution to the Company. The Board of Directors or its designated person shall determine the list and eligibility of the employees and directors, including the amount of Warrants allotted to each of them and other relevant terms and conditions.

5. Adjustment of exercise rights

The Company may issue new ordinary shares in reserve for any adjustments of the exercise rights and/or exercise ratio of the Warrants, which may be required when any event occurs as specified in the relevant SEC regulations of concerning the issue and offering of warrants.

6. Financial Support for directors or employees (if any)

- NONE -

7. Effects of this ESOP on the shareholders, including price dilution and control dilution

7.1 Regarding the fact that 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. There is no Price Dilution.

7.2 If all the 35,000,000 Warrants are exercised, the profit sharing or voting right of the existing shareholders would be reduced by 2.36 percent of the previous profit sharing and voting right (control dilution).

8. Other information material to the investors' consideration (if any)

Investors in the Company's shares will receive benefits (in the form of dividends and price appreciation) from the potential price appreciation of the Company's shares as the directors and employees of the Company and its subsidiaries will be increasingly motivated by this ESOP and will make their best efforts to work for the Company.

9. Shareholder's rights to object the offering for sale of Warrants

9.1 Before issuing the Warrants, the Company must seek approval from the shareholders by three-quarters or more of the total votes cast by all shareholders present and eligible to vote at the meeting. Any

shareholders having up to 10 percent of the total voting rights of the shareholders present may oppose the ESOP if they wish so.

9.2 For management or employees to whom more than 5 percent of the total Warrants are to be allocated, the shareholders' meeting must adopt a resolution to approve that allocation on a case-by-case basis. In all cases, three-quarters or more of the total votes cast by all shareholders present and eligible to vote at the meeting are required. Any shareholders having up to 5 percent of the total voting rights of the shareholders present may oppose the ESOP if they wish so.

10. The process to apply the allotment of warrants to related organizations.

-NONE-

Please be informed accordingly.

Yours Sincerely,

(Mr.Somnuk Pojkasemsin)

President