

Sor Lor 028/2018

April 20, 2018

Subject Issuance of Convertible Debentures

Dear President

The Stock Exchange of Thailand

Further to the resolution of the Extraordinary General Meeting No. 1/2018 of Pranda Jewelry Public Company Limited ("Company") on 29 January 2018 approving the issuance and offering of the convertible debentures on a private placement basis in the amount of not exceeding Baht 500 million, the Company has entered into the convertible debentures agreement with Advance Opportunities Fund I ("Convertible Debentures Agreement") to issue the convertible debentures on a private placement basis to Advance Opportunities Fund I. The significant terms of the Convertible Debentures Agreement appear in Annex. Under the Convertible Debentures Agreement, the convertible debentures will be issued from time to time until the amount is Baht 500 million which are divided into 3 tranches as follows:

(1) Tranche 1 Convertible Debentures in the amount of not exceeding Baht 100 million divided into 20 equal sub-tranches, each of which is not more than Baht 5 million.

(2) Tranche 2 Convertible Debentures in the amount of not exceeding Baht 200 million divided into 40 equal sub-tranches, each of which is not more than Baht 5 million.

(3) Tranche 3 Convertible Debentures in the amount of not exceeding Baht 200 million divided into 20 equal sub-tranches, each of which is not more than Baht 10 million.

The holder of convertible debentures may exercise the conversion right every business day from the date of issuing the convertible debentures to the close of business on the day falling one week prior to the maturity date. The convertible debentures to be issued each time shall have the maturity period of three years from the date of initial issuance of the convertible debentures. Therefore, the convertible debentures to be issued each time shall mature on the same day i.e. on the day of ending the three years period from the date of initial issuance of the convertible debentures unless the holder of convertible debentures exercises the conversion right before the maturity date.

The Company offered and issued the convertible debentures pursuant to the Convertible Debentures Agreement for the second time in the amount of Baht 50 million to Advance Opportunities Fund I on 19 April 2018 and the said convertible debentures will mature on 18 April 2021 unless Advance Opportunities Fund I exercises the conversion right before the maturity date.

Please be informed accordingly.

Yours sincerely,

Chanat Sorakraikitikul

Chairman of Finance & Risk Management Committee

Corporate Secretary Office

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**Summary of Significant Terms of Convertible Debentures for Issuing Convertible Debentures on Private Placement Basis to Advance Opportunities Fund I Pursuant to Resolution of Extraordinary General Meeting No. 1/2018**

Name of the Issuer of Convertible Debenture	Pranda Jewelry Public Company Limited
Type of Debenture	Unsecured and unsubordinated debenture entered in name
Interest Rate	Fixed rate at 1 (one) percent per year for the entire term of the convertible debentures
Interest Payment Date	Every 30 June and 31 December for the entire term of the convertible debentures. If the interest payment date does not fall on the business day, the interest payment date shall postpone to the next business day.
Repayment of Principal	One time repayment on the maturity date
Right of holders of Convertible Debentures to redeem the Convertible Debentures prior to the maturity date	None
Right of the Convertible Company to redeem Debentures prior to the maturity date	The Company has the right to redeem the convertible debentures prior to the maturity date as provided in the Terms and Condition
Status of Convertible Debentures	The convertible debentures are the Company's indebtedness having the same status for every unit. The holder of the convertible debentures has the right to receive payment not inferior to the right to receive payment of the ordinary and unsubordinated creditors of the Company, whether presently or in the future except for the debts protected by law to have priority to receive payment.

Conversion Price	<p>90 percent of weighted average price per share of the Company shares for not less than 7 consecutive business days but not exceeding 15 consecutive business days immediately preceding the relevant exercise date. The weighted average price is calculated by the closing price or the volume weighted average price of the shares in each business day at the option of the convertible debentures.</p> <p>However, if the Conversion Price as calculated above is less than the par value of the Company share, the Company shall compensate the holder of convertible debentures by allotting and issuing to the holder of convertible debentures such number of shares to be calculated by dividing the aggregate principal amount of the Convertible Debentures to be converted by the Conversion Price, such that the total value of the shares to be allotted shall represent the full convertible debenture amount for that time. In the event that the Company is unable to undertake or implement the compensation method prescribed herein, the Company shall compensate the holder of convertible debentures in such other manner as may be agreed by the holder of convertible debentures, which includes without limitation, cash compensation in respect of the difference between the convertible debenture amount for that time and the aggregate value represented by the shares issued at par value.</p>
Conversion Period	<p>The holder of convertible debentures in each tranche may exercise the conversion right every business day from the date of issuing the convertible debentures to the close of business on the day falling one week prior to the maturity date in accordance with the terms and conditions of the convertible debentures.</p>
Number of Shares Reserved to Accommodate Exercise of Conversion Right	<p>102,382,250 shares, equaling 25 percent of the total issued shares of the Company</p>