

**PICNIC
CORPORATION
PUBLIC
COMPANY
LIMITED**

Headline	The Adjustments of the Exercise Price and Ratio PICNI-W1
Date/Time	05 Sep 2005 09:13:20

Subject: The Adjustments of the Exercise Price and the Exercise Ratio of Warrants to Purchase New Ordinary Shares of Picnic Corporation Public Company Limited (PICNI-W1)

To: President
The Stock Exchange of Thailand

The Extraordinary Meeting of Shareholders No.2/2005 of Picnic Corporation Public Company Limited (the Company) held on August 22, 2005 has resolved to approve the issue and allocation of 1,477,673,297 shares to the existing shareholders by way of the rights issue at the subscription ratio of 1 existing shares to 1 new ordinary share at the offering price of THB1.50.

The Company considered for the adjustments of the Exercise Price and the Exercise Ratio by pursuing the adjustments formulas as specified in the offering prospectus of shares and warrants to public details are as follows;

(1) Formula

Under the adjustment conditions in clause (b) of part 4 (1.3) of the aforementioned prospectus, when the Company offers new ordinary shares to existing shareholders and/or public and/or private investors, based on the average price per share of the new shares issued is lower than 80% of the total trading share value of the Company divided by the numbers of shares of the Company traded in the Stock Exchange of Thailand over the past 5 working days prior to the date used to calculate the adjustment in Exercise Price and Exercise Ratio.

The adjustments to the Exercise Price and the Exercise Ratio will be effective on the first day that the share purchasers will not have rights to buy right shares (the first day of XR sign).

- The Exercise Price will be adjusted according to the following formula:

$$\text{Price 1} = \text{Price 0} \times \frac{[(A \times \text{MP}) + \text{BX}]}{[\text{MP} (A + B)]}$$

- The exercise ratio will be adjusted according to the following formula:

$$\text{Ratio 1} = \text{Ratio 0} \times \frac{[\text{MP} (A + B)]}{[(A \times \text{MP}) + \text{BX}]}$$

Whereas;

Price 1- means the new Exercise Price after adjustment

Price 0- means the existing Exercise Price before adjustment

Ratio 1- means the new Exercise Ratio after adjustment

Ratio 0- means the existing Exercise Ratio before adjustment

MP- means the "market price of the Company's ordinary shares" which is equal to the weighted average market price of the ordinary shares on the Stock Exchange of Thailand 5 consecutive days prior to the date fixed for calculation (the weighted average price is equal to the value of the total shares traded and divided by the number of shares traded)

A- means the number of paid-up ordinary shares at XR

B- means the number of shares offered to existing shareholders

BX- means net cash from right offering less expenses (if any)

(2) The calculation result of the new Exercise Price and the new Exercise Ratio

The new Exercise Price and the new Exercise ratio of PICNI-W1 when the Company offer right shares will be as follows:

- The new Exercise Price (Price 1) =

$$3.144 \times [(1,477,673,297 \times 2.36) + 2,216,509,946]$$

$$\frac{[2.36 \times (1,477,673,297 + 1,477,673,297)]}{}$$

$$= \text{THB2.572}$$

$$\begin{aligned}
 & - \text{The new Exercise Ratio (Ratio 1) =} \\
 & 1.90863 \times [2.36 \times (1,477,673,297 + 1,477,673,297)] \\
 & \frac{[(1,477,673,297 \times 2.36) + 2,216,509,946]}{=} \\
 & = 2.33354 \text{ Shares/unit of warrant}
 \end{aligned}$$

(3) The effective date of the adjustments to the Exercise Price and the Exercise Ratio

The adjustments to the Exercise Price and the Exercise Ratio of PICNI-W1 will be effective on the first day that the share purchasers will not have rights to buy right shares (the first day of XR sign) or on September 5, 2005 onwards. The new exercise ratio will be applicable in the next exercise period, which is the end of September 2005.

Please be informed accordingly.

Yours faithfully,
 Mr. Nirun Fuganjananon
 Assistant Managing Director