

- Translation -

(F53-4)

Capital Increase Report Form  
UAC Global Public Company Limited  
February 20, 2015

We, UAC Global Public Company Limited (the Company), hereby report the resolution of the Board of Directors Meeting No. 3/2015, held on February 20, 2015 from 18.00 – 19.30 hrs., in respect of capital increase and share allotment as follows:

1) Capital Decrease/Increase

- The Board of Directors' Meeting passed a resolution approving the reduction of the registered capital of the Company from Baht 331,748,331 to Baht 331,708,701 by cancelling 79,260 authorized but unissued ordinary shares at a par value of Baht 0.50 each.
- The Board of Directors' Meeting passed a resolution approving the increase of the registered capital of the Company from Baht 331,748,331 to Baht 373,173,701 by issuing 82,930,000 new ordinary shares at a par value of Baht 0.50 each, totaling Baht 41,465,000.

2) Allotment of New Shares

The Board of Directors' Meeting passed a resolution approving the allotment of 82,930,000 newly issued ordinary shares, with a par value of Baht 0.50 each, totaling Baht 41,465,000, as follows:

2.1 Details of Allotment of New Shares by Specifying the Purpose of Proceeds Utilization

Allotted to	Number of Shares	Ratio	Offering Price (Baht)	Subscription Payment and Period
1) Payment of stock dividend to existing shareholders	69,280,000	8 existing shares for 1 stock dividend	-	The newly issued shares will be reserved for payment of stock dividend.
2) To reserve for adjustment of rights under UAC-W1	13,650,000	-	-	The newly issued shares will be reserved for adjustment of exercise price and ratio under UAC-W1.

2.2 The Company's plan in case there is a fraction of shares

- In case there is a fraction of shares due to stock dividend payment, such fraction shall be paid in cash in the amount of Baht 0.06 per share.
- In case there is a fraction of shares due to exercise of UAC-W1, such fraction shall be disregarded.

### 2.3 Authorized but Unissued Ordinary Shares

The Company has the total of 109,274,586 authorized but unissued ordinary shares, with a par value of Baht 0.50 each. Such authorized but unissued ordinary shares are reserved for unexercised UAC-W1 amounting 90,996,105.

### 3. Schedule for a shareholders' meeting to approve the capital increase/share allotment

The Board of Directors' Meeting approved the Record Date on March 16, 2015 on which the shareholders have the right to attend and vote in the Annual General Meeting of Shareholders of 2015 and the shareholder registration book closing date for gathering shareholders' name under the Section 225 of the SEC Act B.E.2535 (as amended) on March 17, 2015. The 2015 Annual General Meeting of Shareholders will be held on April 9, 2015, 14.00 hrs at Meeting Room, Floor 25<sup>th</sup>, TP&T Tower, No. 1 Soi Vibhavadirangsit Road, Chatuchak Sub-district, Chatuchak District, Bangkok.

### 4. Approval of the Capital Decrease/Increase and Share Allotment

None

### 5. Objectives of the Capital Increase

- To make stock dividend payment
- To increase shares as a reserve for adjustment of exercise price and ratio under UAC-W1 which is allotted to investors on February 1, 2013

### 6. Benefits the Company Will Receive from the Capital Increase/Share Allotment

1. To enhance the Company's financial flexibility as it will obtain additional source of fund to expand its business from warrant exercising
2. To enhance share trading liquidity

### 7. Benefits which the shareholders will receive from the capital increase/share allotment

- The Company has a policy to pay dividends of not less than 40 % of net profit after taxes and all reserve as required by law from the non-consolidated financial statements of the Company. To pay dividends, the Company considers various factors such as cash flow, business plan, terms and conditions under all agreements which the Company is the party, including legal restrictions and all other factors in the future. The dividend payment aforementioned shall be approved by the Board of Directors' Meeting and/or the Shareholders' Meeting as the case may be.
- Shareholders who obtain share dividend and those from exercise of UAC-W1 shall be legally entitled to receive dividend payments (if any), upon registration of the additional paid-up capital that arises from the subscription of Rights Shares with the Ministry of

Commerce, provided that they are shareholders of the Company on the entitlement date for future dividend payments

8. Other details necessary for shareholders to approve the capital increase/share allotment

-None-

9. Schedule of Actions if the Board of Directors passes the resolution approving the capital increase and allotment of new shares

Relevant Procedures	Date
The date the Board of Directors approved the capital increase and share allotment	February 20, 2015
The date of notifying the resolution of the Board of Directors' Meeting to the SET	February 20, 2015
The date to determine shareholders who have the rights to attend the shareholders' meeting	March 16, 2015
The date of closing shareholder register book to collect the name of shareholders who have the rights to attend the shareholders' meeting	March 17, 2015
The date of shareholders' meeting	April 9, 2015
Registration of the resolution of the shareholders' meeting with the MOC	Within 14 days after the date of shareholders' meeting

The Company hereby certifies that the information contained therein is true and complete in all respects.

Signed \_\_\_\_\_ -Signature - \_\_\_\_\_ Authorized Director  
(Mr.Kitti Jivacate)  
Chief Executive Officer

Signed \_\_\_\_\_ -Signature - \_\_\_\_\_ Authorized Director  
(Ms.Nilrat Jarumanopas)  
Executive Vice President – Accounting and Finance