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(F53-4)

**Capital Increase Report Form**  
**UAC Global Public Company Limited**  
**February 20, 2017**

We, UAC Global Public Company Limited (the Company), hereby report the resolution of the Board of Directors Meeting No. 2/2017, held on February 19, 2017 from 18.00 – 19.30 hrs., in respect of capital decrease/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 433,942,650.50 to Baht 333,802,650.50 by cancelling 200,280,000 authorized but unissued ordinary shares, at a par value of Baht 0.50, which have been reserved for capital increase under General Mandate
- The Board of Directors' Meeting passed a resolution approving the increase of the registered capital of the Company from Baht 333,802,650.50 to Baht 367,183,150.50 by issuing 66,761,000 new ordinary shares, at a par value of Baht 0.50, totaling Baht 33,380,500, for the following propose;

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	66,761,000	Baht 0.50 per share	33,380,500
<input type="checkbox"/> General mandate	--	--	--	--

**2) Allotment of New Shares**

The Board of directors passed a resolution approving the allotment of 66,761,000 ordinary shares with a par value of Baht 0.50 per share, totally Baht 33,380,500 as follows:

**2.1 Specifying the purpose of utilizing proceeds**

Allotted to	Number of shares (shares)	Ratio (existing share : new share)	Sale price (THB/share)	Subscription and payment period
To be reserved for exercise of warrant UAC-W2 which will be issued to existing shareholders by way of right offering	66,761,000	10 existing shares : 1 unit of warrant	Baht 0 with the exercise price of Baht 5.55 and the exercise ratio of 1:1	Will be later determined after obtaining an approval for offering from 2018 AGM

March 7, 2018 will be fixed as the date to determine the list of shareholders who are entitled to receive UAC-W2.

**2.2 Procedures for fraction of shares: - None -**

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

The Board of Directors' Meeting approved the Record Date on March 7, 2018 on which the shareholders have the right to attend and vote in the Annual General Meeting of Shareholders of 2018. The 2018 Annual General Meeting of Shareholders will be held on April 4, 2018 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**

- 4.1 The Ministry of Commerce: The registration of registered capital.
- 4.2 The Stock Exchange of Thailand: The approval for listing the warrant UAC-W2 and newly issued ordinary shares on the Stock Exchange of Thailand.

### **5. Objectives of the Capital Increase**

To be used as working capital and for business expansion in the future

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

- 6.1 To enhance the Company's financial flexibility as it will obtain additional source of fund in expanding business from warrant exercising.
- 6.2 To utilize as investment of business expansion or new project development in the future.

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

- 7.1 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.
- 7.2 The new shares derived from the exercise of warrants will be entitled to dividend from the exercise date and the date their names are registered at record date for dividend payment.
- 7.3 The Company's shareholders are entitled to receive UAC-W2 allotment.

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

#### **(1) Control Dilution**

If all warrants are fully exercised but the warrant holders exercising warrants are not the existing shareholders, the existing shareholders will reduce by 9.09% compared with the shareholding percentage before issuing and offering the warrants.

#### **(2) Price Dilution**

There is no price dilution in issuance and offering for sale of UAC-W2 since exercise price is higher than market price.

(Remarks: The share price of the Company before issuing and offering warrants which is used for calculation of price dilution is the 7 days weighted average price prior to March 19, 2018, which equals to Baht 4.54 per share.

**(3) Earnings per Share Dilution**

If all warrants are fully exercised but the warrant holders exercising warrants are not the existing shareholders, the existing shareholders will reduce by 9.09% compared with the shareholding percentage before issuing and offering the warrants.

**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 19, 2018
The date of notifying the resolution of the Board of Directors' Meeting to the SET	February 20, 2018
The date to determine shareholders who have the rights to attend the shareholders' meeting	March 7, 2018
The date of annual general shareholders' meeting	April 4, 2018
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. Chatchaphol Prasopchoke)

President

Signed \_\_\_\_\_ -Signature - \_\_\_\_\_ Authorized Director

(Ms. Nilrat Jarumanopas)

Chief Financial Officer