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CAPITAL INCREASE REPORT FORM
RICH ASIA CORPORATION PUBLIC COMPANY LIMITED
OCTOBER 3rd, 2016

Rich Asia Corporation Public Company Limited hereby report of the resolution of the Board of Directors' Meeting No. 5/2016, held on September 8th, 2016 in respect of capital increase and share allotment as follows:

1. Capital Increase

The meeting of the Board of Directors passed a resolution approving the increase of the Company's registered capital from Baht 2,400,000,000 to Baht 9,600,000,000 by issuing 7,200,000,000 new ordinary shares with par value of Baht 1.00 per share, totaling Baht 7,200,000,000. Details of the each type of capital increase are as follows:

Type of capital increase	Type of share	Number of shares (shares)	Par value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	7,200,000,000	1.00	7,200,000,000
<input type="checkbox"/> General Mandate	Ordinary	-	-	-

2. Allotment of the newly issued ordinary shares

The meeting of the Board of Directors passed a resolution approving the allotment of 7,200,000,000 new ordinary shares with par value of Baht 1.00 per share, totaling Baht 7,200,000,000 with the details as follows:

2.1 Details of the Allocation

Allotted to	No. of shares	Ratio	Selling Price per share (Baht)	Subscription Date	Remarks
-Existing shareholders (Right Offering)	4,800,000,000	1 existing ordinary share : 2 new ordinary shares	0.30 Baht	November 14 th - 18 th , 2016	-
- To accommodate the exercise of RICH-W1 that allocated to existing shareholders	2,400,000,000	2 new ordinary shares : 1 unit of warrant	Exercise price 1.00 Baht	Allocated without charge to the existing shareholders who subscribed new ordinary shares	-

Allotted to	No. of shares	Ratio	Selling Price per share (Baht)	Subscription Date	Remarks
-Specific investors (Private Placement)	Remaining unsubscribed ordinary shares from the existing shareholders	-	Not less than 90% of the market price, which is calculated from the weighted-average price of the Company's shares trading on the SET during the period of at least 7 consecutive business days but not exceeding 15 consecutive business days prior to the determination date of offering price and not less than the price of Right Offering.	Shall be set after finish process of the offering new ordinary shares to the existing shareholders	Remark No.1

Remark :

1) The Board of Directors or Chief Executive Officer and/or person(s) who is authorized by the Board of Directors or Chief Executive Officer shall be authorized to determine the name of the investors who shall be allocated, offering price, subscription period and method of payment in entirety or to portion and offer in lots from time to time as deemed appropriate. In compliance with the notification of the Capital Market Supervisory Board No. TorChor.72/2015 Re: Approval to Listed Companies of offer sale of new common shares in the Manner of Private Placement.

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

Fractions will be discarded

3. Schedule for the shareholders' meeting for the approval of capital increase and allotment

The Extraordinary General Meeting of Shareholders 1/2016 is scheduled to be held on October 20th, 2016 on 14.00 pm. at River Grand Ballroom, the 2nd floor, Ramada Plaza Menam Riverside Bangkok Hotel, No.2074 Charoenkrung Road., Bangkorlaem, Bangkok. The determination of the shareholders, who shall be entitled to attend the meeting, shall be made on the Record Date of September 23rd, 2016 and the gathering of the shareholders' name in accordance with Section 225 of the Securities and Exchange Act C.E.1992 by closing the share registration book on September 26th, 2016.

4. Approval of the capital increase / share allotment by relevant governmental agency and condition for such approval (if any)

4.1 The Company shall register the capital increase with Department of Business Development, Ministry of Commerce.

4.2 The Company shall submit the application form to the Stock Exchange of Thailand for approval of new ordinary shares that offered to the shareholders and ordinary shares from exercising of the 1st series of warrants (RICH-W1) to listing and trading in the Stock Exchange of Thailand.

4.3 The offering of new ordinary shares remaining from the allotment to existing shareholders (Right Offering) to Private Placement are required to be approved by the Office of the Securities and Exchange Commission when the company comply with the regulations of the Capital Market Supervisory Board No. TorChor. 72/2015 Re: Approval to Listed Companies of offer sale of new common shares in the Manner of Private Placement.

5. Objective of the capital increase and plans for utilizing proceeds received from the capital increase

5.1 The proceeds received from the capital increase of Right Offering approx. Baht 1,440 million will be utilized as follows:

Objective of the capital increase	Approx amount of capital utilized (Million Baht)	Estimated timing for utilizing the capital increased
1. Repayment of bank's loans *	540	In 2016
2. Repayment of the first debentures of 1/2015	500	On January 30 th , 2017
3. Working capital of the Company **	400	In the years 2016-2017

* The principle and accrued interest on August 31st, 2016 is approximately 895 million baht. If Company had settle debt approximately 540 million baht as per restructuring contract making with the financial institution, the Company will gain profit from debt settlement approximately 350 million baht.

** As the government policy to accelerate the construction and transportation investment, which reflect to increment of products demand in all segments. So that the Company need to reserve sufficient working capital for business expansion in near future.

If the Company does not receive proceeds from the capital increase in full amount, the Company will allocate the money usage as necessity. First, the Company will repay the first debentures of 1/2015 amount 500 million baht on January 30th, 2017. The remaining capital increase will be considered for uses as working capital of the Company, or repayment to the financial institution to achieve maximum benefits to the Company and shareholders.

Working capital plan

In consideration the cash flow statement, which shows the sources and used of cash flow from operating, cash flow from financing, and statement of comprehensive income that shows the past, operating performance of Company's group in 2014, 2015, and the six-month period ended June 30th, 2016, the past is as follows:

Unit : Million Baht

	2016 For the six-month period (Ended June)	2015	2014
Net cash provided by (used in) from operating activities	96.71	(551.75)	(490.46)
Net cash provided by (used in) from financing activities	(612.39)	812.94	324.23

Unit : Million Baht

	2016 For the six-month period (Ended June)	2015	2014
Profit (loss) before financial cost, before share of loss on investment in associate and income tax	67.08	(33.16)	48.91
Financial cost	77.10	155.52	183.49
Profit (loss) before share of loss on investment in associate and income tax	(10.02)	(188.68)	305.66

In 2014-2015, as the Company can't find the funding source to apply for a loan from financial institutions, the most sources of significant capital are derived from the Company's recapitalization and debentures. From the past, the Company has allocated cash flows by considering from the best interests of the Company. In 2014, the Company used it to settle the financial institutions debt, and to be working Capital for finance the operations, that made the Company had profit before share of lose from investments in associated companies and

income tax for 305.66 million baht. In the year 2015 and the year 2016, the Company has used the funding in operations and payment of debts to financial institutions, such allocation has improved the Company's operating results of the first six-month period of 2016 by making profit before financial expenses before share of loss from investments in associated companies and income tax for 67.08 million baht. The profits from such operations still not sufficient for the expense of the financial cost of the Company. Therefore, the companies expect that this capital increase will be used to settle the financial institutions debt and repayment of bonds, that will be due in January 2017 to enable the Company to reduce a lot of financial cost. The increasing of 400 million baht working capital will be used in operations. Due to the existing Company's working capital is not much and there are not much project that will support the expansion of construction investment, the demand of steel has not grown yet, the Company has manage most of this limited capital by selling product to steel wholesalers.

According to the government's urgent transportation investment plan in year 2016, in order to prepared Thailand for the economic expansion and attending in ASEAN Community, which will expand Thai economy and increase the construction investment. That will cause high demand of steel business even steel bars, steel rails and other steel to invest in construction projects. Therefore, the Company have an objective in expanding customer base to other industry by focus to End User customers both construction industry and other industries, which will raise the Company's sales and margin, so that the Company will gain profit to support the expenses, as well as the Company's financial cost. The Company has estimated working capital of 400 million baht to support the expansion of the sales volume rising above and preparation of steel importation which was announced in the Government Gazette regarding to considering the investigation of dumping steel products, which need capital to supply steel to comply with the increasing of customer demand.

Currently, the Company has signed agreement with one financial advisor and investment company in order to arrange the joint venture to the Company which will allocate the rest ordinary shares to the private placement in the amount that will not qualified the allocated person making the Tender Offer. After the negotiations has a precisely conclusion, the Company will announce the private placement accordingly.

In case that the funds being received from the capital increase by the private placement not in whole amount, the Company will search the funding source for using to boost working capital liquidity. The Company may obtain financial support from other sources of funding such as funds, juristic persons or other persons for short term loans. So that the Company can use the fund to fulfill an objective or to increase revenue and make the most profitable for the Company.

5.2 The proceeds received from the exercise of RICH-W1 approx. Baht 2,400 million will be utilized as follows:

Objective of the capital increase	Approx amount of capital utilized (Million Baht)	Estimated timing for utilizing the capital increased
1. To be the addition capital for the Company's future business expansion	2,400	In 2019 (Pending for the result of the exercising RICH-W1 at the end of 2018)

However, the amount of the proceeds received from the capital increase and the timing for utilizing proceeds received from the capital increase are based on preliminary estimation and subject to actual proceeds that the company will receive from the capital increase.

Using of fund derived from warrant RICH-W1 conversion Plan

The Company will consider using of fund that derived from share warrants conversion accord with benefit received from that warrant. The details are as follows:

1) In case that the Company has received sufficient fund for investment from warrant conversion, The Company will consider to use that fund for investing in utilities project of water resources, which can generate income for conglomerate's long term stability. As nowadays, the demand of consumers for this project are more increased, while the production volume is not enough for their requirement, which is necessity for the business. At present, the Company has studied feasibility and user demand of this project, as well as signed on the Memorandum of Understanding already. However, investing procedure is in the process of the Company and strategic partners under the Memorandum of Understanding, which cannot disclose the details yet due to the confidentiality commitment in the Memorandum of Understanding. Nevertheless, this joint venture is perform in a good direction. The Company will disclose information upon contract making between the parties.

Therefore, if negotiation of the project is according with the plan regarding the details of investment, the Company's and the joint venture investment proportion, such Company's agreed investment proportion must conform to the Company's fund budget or the fund from investment searching.

From primary possibility rate of return from the project studied, the Internal Rate of Return will not be less than 10 percent. This project will raise companies' income and return rate in long term stability. The Company will carefully consider the using of fund for investment from warrant conversion by strictly comply with notification of the Capital Market Supervisory Board, acquisition and disposition of assets of listed company subject.

2) In case that the negotiation in 1), the agreement of investment proportion subject, not according to the plan, the Company will appropriately consider in fund using that will be beneficial to the Company, for example, in case of the fund derived from warrant is not sufficient for investment, or more than the investment in 1). The fund is depend on the result of investment proportion and detail negotiation, so that the Company will consider in using investment fund for another more suitable project, by choosing from the investment type that suitable for existing fund, return rate, risk and worthwhileness of investment, such as invest in buying property to expand capacity or invest in bond or equity instruments that are low

risk in short term, or use money for increasing working capital in the business. However, for the consideration of fund using, the company will consider with discretion and also thoroughly study the investment information, as well as strictly comply with rule and regulation related to the investment, and the Company will taking into account the maximum benefit of the company.

6. Benefits which the Company will receive from the capital increase / share allotment

6.1 After completion of capital increase, the Company's debt to equity ratio will be reduced from 2.58 times to not exceeding 0.70 time (calculation from Company's separate financial statement as of June 30th, 2016)

6.2 To enhance the Company's liquidity and used as working capital.

6.3 To strengthen the Company's financial position with proceeds from the offering of new issued shares to existing shareholders and the proceeds from exercising RICH-W1.

6.4 The Company has sufficient funds to improves the ability to support business expansion and investments in new projects in the future. As a result, the Company has the ability to make a profit and tend to perform better in the future.

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

This capital increase will increase working capital to support its business and paid debt to restructure the Company's capital to be appropriate and reduce financing costs. As a result, the Company has the ability to make profit and tend to perform better in the future which benefit to shareholders from the increased enterprise value, including shareholders will receive dividends in the future.

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

8.1 Dilution Effect from share's offering

(a) Price Dilution

1. In case that the existing shareholders use full of their right to subscribe for new ordinary shares and exercise full convertible RICH-W1, the new shares will take place in accordance with the theory at 0.5375 baht and will impact the Price Dilution at 2.27 percent. The theoretical calculation is as follows.

The market price before offering

= 0.55 baht per share (the weighted average price traded in the Stock Exchange of Thailand during 7 consecutive working days (between August 23 – 31, 2016) before the date of this approval of the Board of Directors' meeting No. 4/2016 on September 1st, 2016.

Market price after offering

(of new issued shares with warrant RICH-W1 to existing shareholders)

=
$$\frac{(0.55 \times 2,400,000,000) + (0.30 \times 4,800,000,000) + (1.00 \times 2,400,000,000)}{9,600,000,000}$$

= 0.5375 baht per share

$$\begin{aligned}
\text{Therefore, Price Dilution} &= \frac{\text{Market price before offering}-\text{Market price after offering}}{\text{Market price}} \\
&= \frac{(0.55 - 0.5375)}{0.55} \\
&= 2.27 \%
\end{aligned}$$

2. In case that the existing shareholders unsubscribed the new ordinary shares but allotted to investors in private placement in whole amount, the offering price must not less than 90 percent of the market price, calculating from the weighted average price of the Company's shares trading on the SET during the period of at least 7 consecutive business days but not exceeding 15 consecutive business days prior to the date of subscription and not less than the price of Right Offering. The Board of Directors will consider the maximum benefit of the Company to specify the offering price by giving discount, not exceeding 10 percent of the weighted average price above. For the selection of investors in private placement, the Company has signed an agreement with financial firm and investment company to supply the investors in private placement already, now it's under the process. The Board of Directors will consider allocation process of remaining unsubscribed ordinary share to the investors in private placement from the maximum benefit of the shareholders and the Company, and will consider the discount arrangement above from the market conditions at that time, in compliance with the Notification of the Capital Market Supervisory Board No. TorChor.72 Re: Allowing of listed companies offering newly issued shares to private placement.

In this case, supposing the market price before offering is 0.40 baht per share and the price offer to investors in private placement is 0.36 baht per share, this will impact the Price Dilution in accordance with the theory at 6.68 percent (the market price is the supposing price, this price may not be the real market price on the offering date). The theoretical calculation is as follows.

Market price before offering

= 0.40 baht per share (the weighted average price of the Company's shares trading on the SET during the period of at least 7 consecutive business days but not exceeding 15 consecutive business days prior to the date of subscription and not less than the price of Right Offering).

Market price after offering

(of new issued shares to new investors in private placement)

$$\begin{aligned}
&= \frac{(0.40 \times 2,400,000,000) + (0.36 \times 4,800,000,000)}{7,200,000,000} \\
&= 0.3733 \text{ baht per share}
\end{aligned}$$

$$\begin{aligned}
\text{Therefore, Price Dilution} &= \frac{\text{Market price before offering}-\text{Market price after offering}}{\text{Market price}}
\end{aligned}$$

$$= \frac{(0.40 - 0.3733)}{0.40}$$

$$= 6.68 \%$$

(b) Control Dilution

1. In case that the existing shareholders use full of their right to subscribe for new ordinary shares and exercise full convertible RICH-W1, this time offering share amount is 7,200,000,000 shares, will impact the Control Dilution in accordance with the theory at 75.00 percent of whole increase authorized capital at 9,600,000,000 shares.

If the existing shareholders use full of their right to subscribe for new ordinary shares and exercise full convertible RICH-W1, which will not impact their proportion of shares holding.

The theoretical calculation is as follows.

$$\text{Control Dilution} = \frac{\text{Offering share amount}}{\text{Paid-up share amount} + \text{offering share amount}}$$

$$= \frac{7,200,000,000}{9,600,000,000}$$

$$= 75 \%$$

2. In case that the existing shareholders unsubscribed the new ordinary shares but allotted to investors in private placement in whole amount, there will impact the Control Dilution in accordance with the theory at 66.67 percent or the number of shares held proportion at 33.33 percent of whole increase authorized capital at 7,200,000,000 shares (since there are not the offering of warrant RICH-W1 to the new investors in private placement). The theoretical calculation is as follows.

$$\text{Control Dilution} = \frac{\text{Offering to Private Placement shares amount}}{\text{Paid-up share amount} + \text{Offering to Private Placement shares amount}}$$

$$= \frac{4,800,000,000}{7,200,000,000}$$

$$= 66.67 \%$$

c) Shareholder value has been compared to the impact on the profit sharing or voting rights of the shareholders.

In receiving this additional capital, the company will be able to have a more solid financial structure, and will reduce the debt burden and financial cost. And in addition, the company will have working capital to expand its customer base, which has an upward trend and is likely to result in increased sales and profit margins. This will lead company operations towards a better direction, and the increased enterprise value will be a worthwhile benefit to shareholders.

According to the financial statements in the first 6 months of 2016, a period when the company had to use a certain sum to pay debts to a number of financial institutions. Another portion was used as working capital, according to the purpose of the capital increase. It can be seen that company operations is heading towards a better

direction and with better profits; however, this is still insufficient to finance company costs. If the company receives increased working capital, this will enable the company to use the money to increase sales and profit.

The debt burden of the company, which has a debt / equity ratio before capital increase of 2.58 times (company financial statements); resulting in the company having increased financial costs, and causing the company to lose cash flow for interest and principal repayment, and lose opportunity to increase sales volume and profit to the Company.

This increased capital will enhance the profitability of the business and reduce risk of debt / equity after increased capital from 2.58 times to no more than 0.70 times (calculated from company financial statements, dated 30 June 2016). Furthermore, the company will have opportunity to invest in public utilities business, which is a business with good returns and long-time stability for the company. The calculation of the return on equity or dividends is based on the amount of funds the company receives from the capital increase and investment priorities; including negotiating investment partnerships, in which the capital increase will benefit shareholders towards a better direction.

9. Schedule of action where the Board of Directors of the Company passes a resolution approving the capital increase / share allotment

Date	Process
September 8 th , 2016	Board of Directors approved to edit the resolution of the capital increase and allotment
September 9 th , 2016	Report the edited resolution of Board of Directors Meeting to the Stock Exchange of Thailand
September 23 rd , 2016	Record Date which the shareholders have the right to attend the Extraordinary General Meeting of Shareholders 1/2016 (EGM)
September 26 th , 2016	Register book closing date for collecting list of shareholders to have right to attend the Extraordinary General Meeting of Shareholders 1/2016 (EGM)
October 20 th , 2016	The Extraordinary General Meeting of Shareholders 1/2016
October 20 th , 2016	Report the Extraordinary General Meeting of Shareholders 1/2016 resolution to the Stock Exchange of Thailand
Within 14 days from the date of EGM	Registration of capital increase with the Department of Business Development, Ministry of Commerce
October 28 th , 2016	Record Date which the shareholders have the right to subscribe newly issued ordinary shares (Right Offering)
October 31 st , 2016	Register book closing date for collecting list of shareholders to have right to subscribe newly issued ordinary shares (Right Offering)
November 14 th -18 th , 2016	The subscription and payment period for the purchase of the newly issued ordinary shares (Right Offering) together with warrants RICH-W-1
To be informed later	The subscription and payment period for remaining unsubscribed ordinary shares from the existing shareholders of the Company to investors in private placement

10. Opinions of the Board of Directors

The Board of Directors considered this increase of capital is appropriated for the improvement of the company's capital base and prepared for the company's repaying bank loans and debentures. Including, the increased capital shall be partially used as addition capital for the Company. Therefore, this increase of capital will encourage the company's opportunities to increase its income as well as reducing the financial cost and consequently generating better return to the shareholders in the future. Hence, the increase of capital is recommended for the shareholders' meeting approval.

The Board of Directors view, in addition to the reasonableness and feasibility of the plans to raise the capital; increased capital from conversion of warrants, the impact on shareholders, the worthwhileness to shareholders, contingency plans in case the company does not receive sufficient funds from the capital increase, including the expected impact occurring from operating the company's business, and the company's financial position and operational results from the capital increase.

1) The necessity and reasoning of increasing capital

Due to the company's considerable debt burden, the company's previous performance remaining negative, and the relatively high financial costs has resulted to limitations in fund finding from financial institutions due to being unqualified for the financial institutions to consider for loans; resulting in the company having insufficient working capital for its operations. This coupled with the steel market in the past 3-4 years having to face political instability, resulting in numerous stalled project investments for many years. Furthermore, the past year many foreign steel exports with surplus capacity entered the Thai market, causing price fluctuations in a downward direction and in turn effecting the in the decreased demand for steel in the market, due to unwillingness to keep stock to protect against price losses due to lowered product price. Resulting in lost opportunities for the company to make profit, causing the company to have lowered working capital.

Currently, the trend in real estate investment is starting to grow, which is a result from the government's 8 - 10 years long term investment. Whereby, the aforementioned investment has become more clearly defined towards the end of 2016 moving forward. Therefore, in order to increase the company's opportunities and to fully utilize the companies' capabilities in steel production and trading, as well as finding sources of supplying steel for the growing client base, by focusing on the end-user in the construction sector and others. Whereby, the aforementioned clients have an increase in steel demand. All in all, to increase client base and capability to create profit and increase profit ratio.

Thus, the burden of debt bonds that will be matured in 2017, and the company's debts to financial institutions, coupled with the marketing opportunities to increase sales in order to support the growing construction sector and increased demand for steel. As well as, the opportunity to increase investment in the public utilities sector, which has significantly high demand in the industry groups, whereby the current production capacity is insufficient to the high user demand. The aforementioned project, has studied information in production, material sources, the usage levels, and the level of demand in the public utilities users. Furthermore, the company has already signed a memorandum of understanding with the aforementioned project. Hence, the company has to increase capital to support the plans and resolve debt problems and constraints in searching financing source during the time for the company to generate growth and stability to the Company.

2) The possibility of expenditure plan from capital increase proceeds

- The possibility of using capital increase to repay debts from financial institutions.

The possibility of using capital increase to repay debts to financial institutions in the amount of 540 million baht, which the company will gain profit from debt repayment within the financial statement period of payment. The company has entered into debt restructuring agreement with financial institutions, with conditions of partial debt waiving upon the company has repaid debt according to agreement, whereby, repayment of the aforementioned loan will help reduce financial burden and long term interest for the company. As well as, help strengthen the financial structure of the company to achieve liquidity and stability.

- The possibility of a capital increase for debt repayment of debentures

The possibility of capital increase for ensuring clear debt repayment of debentures in amount of 500 million baht, due to the bond redeem maturity on 30 January, 2017.

- The possibility of capital increase for working capital

The company plans to use a portion of the increased capital as work capital to increase product sales volume, in accordance to the market opportunities in the steel industry sector for construction, which is on a clear upward growth trend. And also the steel consumers in the Automobile industry and others, whereby the increased sales volume will help the company attain increased profits which will reflect to stockholders' return margin in a positive way.

- The possibility of capital increase from conversion of warrants to invest in the companies' utilities projects

The directors have considered the possibilities of capital increase from conversion of warrants to invest in the utilities projects, in water supply; which are projects supported by the government. These are projects which help many industries having sufficient water supply in order to maintain consistent business. More important, such projects is undergone in-depth study, as well as already signed memorandum of understanding. Whereby, these project investments are clearly defined and more diverse businesses; resulting in long-term increased steady revenue, which will be beneficial towards the company and stockholders.

The amount of funds used for such investments and period of fund usage still be uncertain that is related to negotiations and investment portions from strategic investors, as well as value of capital increase from conversion of warrants in the future. In case of funding is insufficient to invest in such projects or if funds received are in excess of the proportion of investment in the project, the Company will consider the allocation of funds for other suitable projects, whereby adhering to the utmost benefits and return on investment the funds are able to generate.

3) The reasonability for capital increase, investment plans, and projects to be implemented. As well as, the sufficiency of capital resources in the event that the share's offering do not cover the total budget required for the implementation of the plan or project aforementioned.

This capital increase is considered reasonable towards planned investments for debt repayment and working capital, as well as planned investments of funds from warrants conversion. Whereby, the Board of Directors have made careful investment plans in accordance to the companies' plans and goals with the utmost care and attention. Whereby, it is expected that the proceeds received from the capital increase will be used in the management of businesses of the Group, in order to have a better performance and contribute

to the prosperity of the long-term sustainable and comprehensive solution to the debt burden and lowered financial costs. This includes, the overall growth in business expansion, which will result in benefits towards the shareholders in the form of consistent improvement in the values in businesses of the company.

Nevertheless, the company has made plans for financing in the event that the fund from shares' offering do not cover the total budget required for the implementation of the plan or project aforementioned. Whereby, the company has proceeded in searching investment partners, in which the company has signed memorandum of understanding with a financial advisor and investment firm to source an investor for the company, in order for the company's plans to achieve its set goals. Upon precised negotiations have been made, the company shall announce, the private placement party accordingly. In case of funds from the capital increase from private placement is still insufficient, the company may seek support from other financial sources, such as funding, corporate entities, or other persons for short term loans. In which the company may use the aforementioned funding for purposes according to company's set plans, with interest rates and return on investment for the utmost benefits towards generating profit for the company.

4) Expected impact towards the company conducting business, as well as the company's financial positioning and performance from increased capital and implementation according to the company's investment plan and projects.

The company expects and truly believes that this capital increasing will benefit the company in terms of increased sales volume for the existing companies. Furthermore, this would allow the opportunity to expand towards businesses in the utilities sector, which is very much needed and consistently in high demand from the group of clients with increasing demand trend. Whereby, this is a business that would build long-term profit for the Group; as well as increase stability in the financial position of the company.

In the event the directors do not perform their duties with integrity and safeguard the interests of the company in regards to the capital increase; if this negligence causes damages towards the company, stockholders are able to sue the director in question on behalf of the company according to clause no. 85 of The Public Limited Companies Act B.E. 2535 (1992). And if that negligence is the cause for directors or related parties to wrongfully benefit, stockholders may use their rights to sue that director for damages on behalf of the company, according to clause 89/18 of the Securities and Exchange Commissions Act B.E. 2535 (1992).

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

Signature - *SOMKIAT VONGSAROJANA* -

(Mr.Somkiat Vongsarojana)
Managing Director