

(F 53-4)

Capital increase report form
ATP 30 Public Company Limited
Date February 21, 2017

We, ATP 30 Public Company Limited, hereby report on the resolution of board of directors meeting No.1/2017 held February 21, 2017, relating to a capital increase/share allotment as follows:

1. Capital increase

The board meeting passed a resolution approving the increase of the company's paid up capital from THB 110,000,000 to THB 154,687,500 by issuing 178,750,000 ordinary shares with a par value of THB 0.25 each, totaling THB 44,687,500. Details of the each type of capital increase are:-

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 Preferred	178,750,000	0.25	44,687,500

2. Allotment of new shares:

2.1 Specifying the purpose of utilizing proceeds

Allotted to	Number Of shares (Shares)	Ratio (old : new)	Sales price (THB/share)	Subscription and payment period	Note
Existing Shareholder	55,000,000	8 existing shares : 1 Stock Dividend	---	---	To support the stock dividend payment
General Public	---	---	---	---	---
Other persons (Specify).....	---	---	---	---	---
To accommodate the exercising rights of an ordinary share warrant No.1 ; (ATP30-W1)	123,750,000	1 unit of warrant : 1 newly ordinary share	Exercise price THB 0.85 per share	Detail of exercise period as below	To support the exercising rights of a ATP30-W1

Details of the right offering of ordinary share warrant

<u>Detail of the Warrants to purchase newly issued ordinary share No.1 (ATP30-W1).</u>	
Type of Warrant	: Specified Warrant holders and Transferable
Numbers of Warrant issued	: Not exceed 123,750,000 units (One hundred twenty-three million seven hundred fifty thousand units).
Offering Price	: THB 0.00 (At No cost)
Number of underlying shares	: 123,750,000 units
Exercise Ratio	: 1 unit of Warrant has the right to purchase 1 unit of ordinary share unless the exercise ratio is adjusted pursuant to the conditions concerning the prescribed right adjustment.
Exercise Price	: THB 0.85 per one unit of newly issued ordinary share unless the exercise ratio is adjusted pursuant to the conditions concerning the prescribed right adjustment.
Date of Issuance and offering	: May 24, 2017
Tenor	: 2 years from the date of Issuance and Offering of Warrants (From May 24, 2017 to May 23, 2019)
Expiration Date	: May 23, 2019
Exercise Period	: The Warrant holders shall be able to exercise their rights 4 times, which are on December 31, 2017, June 30, 2018, December 31, 2018 and May 23, 2019, the last exercise date which is the day the Warrant will expire. (In the event that the exercise date falls onto on holiday, the exercise date shall be moved forward to the last business day prior to the exercise date).
Allocation Method	: Warrants shall be allocated to the existing shareholders of the Company (Right offering) without cost at <u>the ratio of 4 existing shares to 1 Warrants, including the shares derived from the aforementioned stock dividend payment (any fragment of warrant will be rounded down)</u> In the event that there is any unit of the Warrant left after the allotment, the Company will cancel those Warrants and the final outstanding balance of the allotted Warrants will equal to the number of the Warrants duly allotted to the existing shareholders.

		In this regard, the names of shareholders entitled to receive the Warrant shall be determined on May 16, 2017 (Record Date), and the name of entitled shareholders shall be collected under Section 225 of the Securities and Exchange Act B.E. 2535 by means of share register book closure and suspension of share transfer on May 17, 2017.
Secondary Market for Warrants	:	The company shall apply to list the Warrants on the Market for Alternative Investment (mai) (the index where ordinary shares is currently traded)
Secondary Market for Ordinary shares derived from the exercise of Warrants	:	The company shall list the ordinary shares that are derived from the exercise of the Warrants on the Market for Alternative Investment (mai).
Conditions of Warrants for Right Adjustment		<p>The Company shall proceed to adjust the exercise price and the exercise ratio throughout the period of the Warrant in order to maintain the benefits of the Warrant holders as per the following occurrences:</p> <p>(a) When the Company changes its par value of the Company's ordinary shares as a result of a combine or split in value of issued shares.</p> <p>(b) When the Company offers to sell newly issued ordinary shares to the existing shareholders and/or to general public and/or to specific individuals (private placement) at the average price per share of the newly issued ordinary shares less than 90 percent of "the market price of the ordinary shares of the Company".</p> <p>(c) When the Company offers the existing shareholders and/or general public and/or private placement any newly-issued securities, which give rights to the holders of those securities to convert into ordinary shares; for instance, Convertible Debenture or Warrants. And the average price per share of newly issued ordinary shares to accommodate those rights is lower than 90 percent of "the trading market price of the Company's ordinary shares".</p> <p>(d) When the Company sets aside all or in part of dividend payment for new ordinary shares to the shareholders.</p> <p>(e) When the Company makes cash dividend payment in exceeding 80 percent of Company's income after tax in any fiscal years</p>

		(based on separate financial statement) during the period of these Warrants. (f) In any other circumstances that result in the Warrant holders or the holders of Certificate of Warrant to loss their rights and benefits, that are not described in (a) to (e).
Others	:	The Company's Board of Directors and/or the persons authorized by the Company's Board of Directors are empowered (1) To determine and rectify any other necessary and appropriate conditions and details in connection with the warrant issuance, such as details of the offering etc. (2) To execute application, necessarily supporting documents and evidence in relevance to the issuance of the Warrant, including to contact and to file such application forms, documents and evidence to the authorities or government agencies concerning the warrant issuance the listing of the Warrant on the Market for Alternative Investment (mai)., and (3) To take any other actions which are deemed necessary and appropriate for the issuance and allocation of the Warrant for example considering to appoint the Thailand Securities Depository Co., Ltd. is the Registrar of the Company.

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

The Annual General Shareholders' Meeting 2017 is scheduled on April 3, 2017 at 2.00 p.m. at The Emerald Hotel, Petch Chompoo Room, 3rd floor, Ratchadapisek Road, Dindang, Bangkok.

- The share register will be closed to share transfers in order to determine the right to attend this meeting from ____ until the meeting has been duly convened
- The share register will be recorded for share transfer in order to determine the right to attend this meeting on March 9, 2017. Also, March 10, 2017 will be the book-closing date on which the shareholder list as specified in section 225 of the Security Act shall be complied (one business day after the recording date).

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any):

The Company will apply for registration of the capital increasing of THB 44,687,500 at par value THB 0.25 each with the Department of Business Development, Ministry of Commerce, and apply for registration of the paid-up capital when it has been paid-up.

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

1. Increasing capital to accommodate the stock dividend payment.
2. Increasing capital to accommodate the exercise of right of ATP30-W1. The paid-up cash received from the exercise of Warrants will be taken for expanding the business and working capital.

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

Enhancing the competitiveness, liquidity and working capital of the Company, including strengthening the company's capital base in preparation for funding to accommodate the investment in the future. The future investment plan shall lead to higher revenue and better net profit margin which will result to a greater benefit for the Company and the Company's shareholders.

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

7.1 Dividend Policy

The Company has dividend policy not less than 40% of net profit after legal reserve and all reserves according to the Company's AOA and by law and must have no impact for the Company's operation.

7.2 Subscribers of ATP30-W1 will be entitled to receive dividends from the Company's business operations starting from exercise right to purchase the new issue of ordinary share according to ATP30-W1 condition and the Company has registered paid-up share completely. The dividend payment will be occurred when the Company has no retained loss.

7.3 Others -- None --

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

- The share register will be recorded to determine the right to be allocated the stock warrant on May 16, 2017. Also, May 17, 2017 will be the book-closing date on which the shareholder list as specified in section 225 of the Security Act shall be complied (one business day after the recording date). The stock warrant will be issued and allocated on May 24, 2017.

9. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares:

No.	Procedures of the capital increase	Date/Month/Year
1	The Board of Director's Meeting No. 1/2017	February 21, 2017
2	Record Date for the right to attend AGM 2017	March 9, 2017
3	The book closing date to collect names of shareholders who have	March 10, 2017

	the right to attend AGM 2017	
4	The AGM 2017	April 3, 2017
5	The Record Date for right to get stock and cash dividend	April 17, 2017
6	The book closing date to collect the names of shareholders who have the right to stock and cash dividend	April 18 2017
7	The Dividend payment date	May 2, 2017
8	The Record Date for the right to be allotted of ATP30-W1	May 16, 2017
9	The book closing date to collect names of shareholders who have the right to be allotted of ATP30-W1	May 17, 2017
10	The issued date and allocated date of ATP30-W1	May 24, 2017

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

Signed.....Authorized Director

(Mr. Piya Techakul)

Managing Director

ATP 30 Public Company Limited