

The increasing capital form (Form F53-4)

CAPITAL INCREASE REPORT FORM

R S PUBLIC COMPANY LIMITED

22 February 2017

RS Public Company Limited (the "Company") would like to report the resolutions of the Board of Directors Meeting No. 1/2017 held on 22 February 2017 at 11.00 a.m. regarding the capital increase, and the allotment of newly issued shares as follows:

1. Capital increase

The Board of Directors Meeting No.1/2017 has resolved to propose to the Shareholders for approval the increase of the registered capital of the Company from Baht 1,009,937,646 to be Baht by issuing 1,203,270,516 new shares at a par value of Baht 1.00 each, totaling of Baht 193,332,870.

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	193,332,870	1	193,332,870
	Preferred	-		
<input type="checkbox"/> General mandate	Ordinary	-	-	-
	Preferred	-	-	-

2. Allotment of new shares:

The Board of Directors Meeting has approved the allotment of the ordinary shares by approximate, with a par value of Baht 1.00 each, totaling of Baht 193,332,870. The details are as follows:

2.1 The details of the allotment

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price (THB/shard)	Subscription and payment period	Note
Reserve for the exercise of the Warrants to purchase the ordinary shares of the Company #3 (RS-W3)	193,332,870	1 unit of Warrant : 1 new ordinary share	RS-W3 will be allocated at no cost, The exercise price is 12.50 Baht per share.	Please see Note (1)	Please see Note (2)

Note: (1) Exercise Date is on the last Business Day of every April and October of each calendar year through the term of Warrant. The first Exercise Date is expected to be on 31 October 2017.

The last Exercise Date will be on the three year from the issuance date.

In case that the Exercise Date is not a Business Day of the company, such Exercise Date shall be postponed to the last Business Day before the Exercise Date.

The Warrant holders who wish to exercise their right to purchase ordinary shares of the Company shall deliver a notification of the intention to exercise the Warrants during 9.00 am. – 3.00 pm. within the period of 5 Business Day, Prior to each Exercise Date, except for the last Exercise Date in which the notification of the intention to exercise the Warrants shall be delivered during 9.00 a.m. - 3.00 p.m. within the period of 15 Days prior to the last Exercise Date.

(2) The issuance and offering of the Warrants to existing shareholders, at the ratio of 5 existing ordinary shares to 1 warrant unit for free, any fraction of unit from the calculation of allotment will be disregarded. Exercise ratio is 1 unit of warrant will be entitled to purchase 1 new share at Baht 12.50 per share.

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

Any fraction of shares from the calculation of such allotment shall be disregarded.

3. Scheduled date for the Meeting of Shareholders to approve the capital increase/ shares allotment

The Ordinary General Meeting of Shareholders Year 2017 will be held on 5 April 2017 at 10.00 a.m. at Vibhavadee Ballroom C, Centara Grand at Central Plaza Ladprao Bangkok, No.1695 Phaholyothin Road, Chatuchak, Bangkok 10900. The date to determine the name of shareholders having the rights to attend the General Meeting of Shareholders of the year 2017 on 8 March 2017 in accordance to Section 225 of Securities and Stock Exchange of Thailand Act regarding the closing method of the shareholders register book and determining the rights of the Shareholders on 9 March 2017.

4. Approval of the capital increase/shares allotment by relevant governmental agency and execution thereto (if any)

4.1 The Company will submit an application to increase its registered capital and to change paid-up capital with the Department of Business Development, Ministry of Commerce.

4.4 The Company will submit an application to the Stock Exchange of Thailand for approval of newly issued shares as a result of exercised Warrant to be registered as securities in the Stock Exchange of Thailand.

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

The increase of capital is to accommodate the exercise of right of RS-W3. The paid-up cash received from the exercise of Warrant will be to use funds for media business investment in operating system related to television infrastructure and production of quality television programs, coupled with investment in health and beauty business aiming to improve its sales and distribution channels system, warehouse management system and add more new products.

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

To strengthen financial status for the prepared investment and to 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. Shareholders benefits from the capital increase/shares allotment

7.1 In case that the Warrant holders exercise their rights to purchase the ordinary shares of the Company, its will increasing of working capital to the Company in order to strengthen its potential to expand investment in the future which may cause an increase in the Company's revenue. In case of the operating profit increase is caused by the revenue increase, the shareholders will be receive the benefits in terms of dividend payment which will increase the value of shares of the Company in the future.

7.2 In case that the Warrants holders exercise their rights to purchase the ordinary shares of the Company, they will be entitled to receive dividends from the Company's operating performance as same as the general shareholders of the Company who will be entitled to receive the dividend rights when the Company makes dividend payment.

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

- None-

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	Board of Director's Meeting No. 1/2017 approves for the allotment of new shares	22 February 2017
2	The date to determine the names of shareholders having the right to attend the Meeting of Shareholders	8 March 2017
3	The date of providing the collection of the shareholder's 225 of Securities and Stock Exchange of Thailand Act by the closing method name under Section	9 March 2017
4	The General Meeting of Shareholders of the year 2017	5 April 2017
5	The Record date for the right to subscribe newly issues ordinary share (Rights Offering) (Record Date)	18 April 2017
6	The closing date of the share register for right to subscribe newly issued ordinary share	19 April 2017
7	Registration of paid-up capital with the Ministry of Commerce	Within 14 days after The General Meeting of shareholder to approval the capital increases.

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

Signed.....authorized director
(Mr. Surachai Chetchotisak)

Signed.....authorized director
(Mr. Darm Nana)