

(F 53-4)

**CAPITAL INCREASE REPORT FORM**  
**R S PUBLIC COMPANY LIMITED**  
**15 February 2019**

RS Public Company Limited (the "Company") would like to report the resolutions of the Board of Directors Meeting No. 1/2019 held on 15 February 2019 at 3.00 p.m. regarding the capital increase, and the allotment of newly issued shares as follows:

**1. Capital increase**

The Board of Directors Meeting No.1/2019 has resolved to propose to the Shareholders for approval the increase of the registered capital of the Company from Baht 1,203,270,516 to be Baht by issuing 1,205,270,516 new shares at a par value of Baht 1.00 each, totaling of Baht 2,000,000.

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	2,000,000	1	2,000,000
	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 2,000,000. 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 and adjustment of rights of the Warrants to purchase the ordinary shares of the Company #3 (RS-W3)	2,000,000	-	-	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.

#### Adjustment of Exercise Price and Exercise Ratio No.1

As the Board of Directors Meeting of RS Public Company Limited (“the Company”) No. 3/2018 held on August 8, 2018, to approve the payment of interim dividend from the Company's retained earnings of Financial Statements for the accounting period ending June 30, 2018 at the rate of Baht 0.25 per share.

Due to the above dividend payment, the Company has to adjust the Exercise price Exercise Ratio of Warrants as per Clause 4.2 (e) of Rights and Duties of the Warrant Issuer and Holders of the Warrants No. 3 (RS-W3)

New exercise price after the adjustment	: Baht 12.4830 per 1 ordinary share
New exercise ratio after the adjustment	: 1 unit of Warrant 1.0014 ordinary share
Effective date	: 21 August 2018

#### 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 2019 will be held on 9 April 2019 at 10.00 a.m. at Platinum Hall, 3rd floor Grand Mercure Bangkok Fortune 1 Ratchadaphisek Road, Dindang, Bangkok 10400. The date to determine the name of shareholders having the rights to attend the General Meeting of Shareholders of the year 2019 on 1 March 2019.

**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 and adjustment of rights of the Warrants to purchase the ordinary shares of the Company #3 (RS-W3).

**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. 1/2019 approves for the allotment of new shares	15 February 2019
2	the Record Date on which shareholders shall have the right to attend the Annual General Shareholder's Meeting of year 2019	1 March 2019
3	The General Meeting of Shareholders of the year 2019	9 April 2019
4	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)