

(F 53-4)

Capital Increase Report Form  
Cho Thavee Public Company Limited  
13 November 2017

I, Cho Thavee Public Company Limited (the “**Company**”), hereby report on the resolutions of the Board of Directors’ Meeting No. 5/2017 held on 13 November 2017, at 13.30 hrs. to 16.00 hrs. (the “**Meeting**”), relating to the capital increase, and the allocation of the newly issued ordinary shares as follows:

**1. Capital Increase**

The Meeting has resolved to pass the resolution, relating to the capital increase of the Company, increasing the Company’s registered capital from Baht 295,735,443.25 to Baht 460,279,620.25, by issuing 658,176,708 newly issued ordinary shares, at a par value of Baht 0.25 per share, totaling Baht 164,544,177.00. Details of the capital increase are as follows:

Capital Increase	Type of Shares	Number of Shares	Par Value (Baht per share)	Total (million Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary shares Preference share	185,000,000 ---	0.25 ---	46,250,000.00 ---
<input checked="" type="checkbox"/> General Mandate basis	Ordinary shares Preference share	473,176,708 ---	0.25 ---	118,294,177.00 ---

**2. Allocation of new shares by specify the purpose of utilizing proceeds**

Allocated to	Number of Shares	Sale Price (Baht per share)	Subscription and Payment Period	Remark
Macquarie Bank Limited	not exceeding 185,000,000 shares	authorize the Board of Directors and/or the Chief Executive Officer and/or person authorized by the Board of Directors and/or the Chief Executive Officer to determine the offering price	Please see details in the Enclosure No. 1	This is the offering of shares for sale to Specific Investors (Private Placement) pursuant to Section 2, Category 1 of the Capital Market Supervisory Board no. TorJor. 72/2558 Re: Approval of Offering for Sale of Newly-Issued Shares by Listed Companies to Specific Investors. This is the offering of shares for sale that the shareholders have resolved to authorize the Board of Directors of the Company to offer for sale of such shares at the market price. In this regard, the date for determination of the offering price shall not be earlier than three business days prior to the first subscription date where the shares shall be offered to the investors.

**2.1 The number of shares remaining from the allocation**

- None -

### 3. Allocation of new shares under the General Mandate

Allocated to	Type of Shares	Number of Shares	Percentage per Paid-Up Capital	Remark
1. Rights Offering	Ordinary shares	Not exceeding 354,882,531	Not exceeding 30 %	Remark no. 1 and no. 4
2. Private Placement	Ordinary shares	Not exceeding 118,294,177	Not exceeding 10 %	Remark no. 2, no. 3, and no. 4

#### Remark

- The Company may either entirely or partially allocate the newly issued ordinary shares, whether in single or sequential allocation. In any case, the aggregate number of newly issued ordinary shares to be allocated to the existing shareholders (Rights Offering) and to Specific Investors under the Private Placement basis under the General Mandate basis shall not exceed 354,882,531 shares or not exceed 30 percent of the paid-up registered capital of the Company as at the date the Board of Directors approving the increase of the registered capital under the General Mandate basis.
- The Specific Investors under the Private Placement basis, who shall receive the allocation of the newly issued ordinary shares under the General Mandate basis, must at least have one of the following qualifications and shall not be the connected persons of the Company as specified in the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546:
  - (a) being institutional investors in accordance with the definition prescribed in the Notification of the Securities and Exchange Commission No. KorChor. 17/2551 Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities; or
  - (b) being individual investors or juristic persons that have a stable financial status and a potential to an actual investment as well as have knowledge, skills, experience or potential in a manner that benefits or supports the Company's operation.

If there is the offering of newly issued ordinary shares to Specific Investors under the Private Placement basis, the Company would disclose the list of the investors who shall receive the allocation of the shares before the offering.
- The offering price of the newly issued ordinary shares to the Specific Investors under the Private Placement basis under the General Mandate basis shall be **"Market Price"** which means the weighted average price of the Company's shares trading on the stock exchange of not fewer seven consecutive business days but not more than 15 consecutive business days prior to the date for determination of such offering price. The weighted average price using in the calculation must be the daily average price for trading. In this regard, the date for determination of the offering price shall not be earlier than three business days prior to the first subscription date where the shares shall be offered to the investors. In the case that the Board of Directors of the Company deems that there is an appropriate cause by taking into account of the best interests of the Company, the Board of Directors may determine the offering price with a discount of not more than 10 percent of the market price, provided that the Board of Directors has taken into consideration of the market status at that time in determining such discount, pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558, Re: Approval of Offering for Sale of Newly-Issued Shares by Listed Companies to Specific Investors.
- The Meeting has resolved to approve the authorization to the Board of Directors to take any action relating to the allocation of the newly issued ordinary shares as follows:
  - (1) to consider and determine details of the allocation of newly issued ordinary shares, such as, the offering price of newly issued ordinary shares, number of allocations of the newly issued ordinary shares, whether single or sequential allocation, period of the offering, payment of share subscription price, name of Specific Investors under private placement basis, other conditions and details in connection with the allocation of such newly issued ordinary shares;
  - (2) to enter into negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and

- (3) to execute applications for permission and waiver, and necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver, documents and evidence to the relevant authorities or agencies, listing of such newly issued ordinary shares on the Market for Alternative Investment (mai) and being empowered to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.

**4. Schedule for the Ordinary/Extraordinary General Meeting of Shareholders to approve the capital increase and allotment of new shares**

The Extraordinary General Meeting of Shareholders No. 1/2018 is scheduled to be held on 9 January 2018 at 2.00 p.m., at Bollroom 1, the 3<sup>rd</sup> Floor, The Emerald Hotel, Ratchadapisek Road, Bangkok. The date for determining the shareholders who are eligible to attend the Extraordinary Meeting of Shareholders No. 1/2018 is scheduled to be on 6 December 2017 (Record Date).

**5. Approval of the capital increase/new shares allocation by the relevant governmental agency, and conditions thereto (if any)**

The Company shall register the increase of registered capital of 164,544,177.00 Baht at the par value of 0.25 Baht, and the Company shall register the change in its paid-up capital of the Company at the Department of Business Development, Ministry of Commerce, and shall apply for approval from the Market for Alternative Investment (mai) to accept the newly issued ordinary shares as listed securities.

**6. Objectives of the capital increase and plans for utilizing the proceeds to be received from the capital increase**

The Company will use the proceeds from this capital increase as source of fund for using as working capital to increase the Company's financial liquidity and supporting the expansion of the Company's main business and/or using for as investment funds for operation of projects which the Company has been the successful bidder and those project biddings that expected to further attend in the future. Details are as follows:

6.1 Objectives of the Specific Objective capital increase

1. Fund for operating E-Ticket Project with Bangkok Mass Transit Authority (BMTA) which under the contract, the Company has to deliver and install all equipment for 2,600 buses within June 2018. Expected additional funding to be used is approximately Baht 500,000,000;
2. Fund for 24 hour automotive service center for ten wheelers project which the Company plans to open eight automotive service centers within 2021 (one automotive service center has been opened in 2017). Expected preliminary funding to be used is approximately Baht 100,000,000; and
3. Investment fund for Khon Kaen Smart City Phase 1 with Khon Kaen Transit System Co., Ltd. which the Company will bid for the work in relation to turnkey service, design and construction, civil work and structure work as well as the manufacturing and installation of light rail transit system for TRAM and Transit Oriented Development. As this project is on a process of preparing a plan to enter into the bidding, the information on utilizing the funding is still uncertain. The publication of such information, as such, may affect the Company's eligibility to enter into the bidding, and will allow the Company's competitors to be able to access to the confidential information which is significant to the entering into the bidding.

6.2 Objectives of the General Mandate capital increase

It is necessary for the Company to utilize the capital for working capital and for investing in various projects as detailed above in order to generate income and profit of the Company as targeted which will generate return to the shareholders. In order to be able to invest in projects in accordance with the budgets targeted by the Company, the Company will consider securing other source of fund in addition to the proceeds received from the capital increase by specifying the purpose of utilizing proceeds of not exceeding 185,000,000,000 shares such as fund from borrowing and/or capital from the offering of the newly issued ordinary shares under the General Mandate basis. The Company will consider the appropriateness of the securing of the source of fund so that the fund will be sufficient for all budgets required for the operation of the projects and will consider the benefit of the Company and shareholders.

**7. Benefits which the Company will receive from the capital increase/new shares allocation**

The issuance and the allocation of the newly issued ordinary shares for Macquarie Bank Limited under the Specific Objective basis and the issuance and the allocation of the newly issued ordinary shares for

the existing shareholders (Rights Offering) and for Specific Investors (Private Placement) under the General Mandate basis would increase the Company's financial liquidity and revolving fund of the operation to increase the liquidity and supporting the expansion of the Company's main business including using this for investing in any other projects which are under the process of operation and those project biddings that expected to further attend in the future. These will eventually result in benefiting the long term growth of the Company. Furthermore, this will mitigate the risk from the volatility of the money market, resulting in the fact that the Company can reduce its debt obligations from borrowing, and can reduce its finance costs.

**8. Benefits which the shareholders will receive from the capital increase/new shares allocation**

8.1 The Company has the policy to pay dividend at a rate of not less than 40 percent of its net profit after corporation tax, financial statement and legal reserves. The annual and interim dividend payments might be subject to change, depending on the Company's operations, financial position, future projects and overall economic conditions.

8.2 The shareholder who receives the allocation of the ordinary shares will be entitled to receive dividend in the same manner as the Company's shareholders in all respects from the date in which the aforesaid person's name appears on the shareholders' registered book of the Company and has already been registered with the Ministry of Commerce.

**9. Other details that are necessary for the shareholders to approve the capital increase/new shares allocation**

- None –

**10. Table of the schedule of actions if the board of directors passes resolutions approving the capital increase/ allocation of new shares**

Procedures	Date/Month/Year
1) The date of the Board of Directors' Meeting No. 5/2017	13 November 2017
2) The record date for determining the shareholders who are eligible to attend the Extraordinary Meeting of Shareholders No. 1/2018.	6 December 2017
3) The date of the Extraordinary Meeting of Shareholders No. 1/2018.	9 January 2018
4) Proceed the registration for the increase of registered capital with the Department of Business Development, Ministry of Commerce.	within 14 days since receiving the resolution from the shareholder's meeting

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

(Company's seal)

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(Mr. Suradech Taweesaengsakulthai)  
Authorized Director

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(Ms. Asana Taweesaengsakulthai)  
Authorized Director