

(F 53-4)

Capital Increase Report Form
Ua Withya Public Company Limited
March 18, 2020

We, Ua Withya Public Company Limited ("Company"), hereby report the resolution of the Board of Directors' Meeting No. 2-2020 held on March 18, 2020, in respect of a capital increase/share allotment as follows

1. Capital Increase

- 1) Resolution from Board of Directors meeting resolves to approve capital decrease from Baht 1,907,119,713 to Baht 1,316,252,588 by cut off unissued shares as amounting of 5,908,671,250 shares
- 2) Resolution from Board of Directors meeting resolves to approve capital increase from Baht 1,316,252,588 to Baht 1,711,128,364.40 by issuing ordinary shares as amounting of 3,948,757,764 shares (par value of Baht 0.10) by following details

Capital Increase	Type of Share	Amount of Shares	Par Value (Baht / Share)	Total (Baht)
<input type="checkbox"/> Specify the purpose of utilizing proceeds	Ordinary Share Preferred Share	- -	- -	- -
<input type="checkbox"/> General Mandate	Ordinary Share Preferred Share	3,948,757,764 -	0.10 -	394,875,776.40

In case set with Specify the purpose of utilizing proceeds of capital please filled in all following information except No.2.2

In case set with General Mandate please filled in No. 2.2, No.3 and No.4

2. Allocate new shares**2.1 Specify the purpose of utilizing proceeds**

Allotted to	Amount of Shares	Ratio (OLD : NEW)	Sale Price Per Share	Subscription and Payment Period	Note
Existing Shareholders	-	-	-	-	-
Public	-	-	-	-	-
Other person (specify)	-	-	-	-	-
In order to reserve for conversion / exercise of financial instrument (specify)	-	-	-	-	-

- In case of allocate shares to existing shareholders then please specify Book Closing Date or Record Date in order to subscribe capital increase share
- In case of allocate shares to public then please specify details of each person on relationship among registered company and rules for determining selling price per share if as legal entity, nature of business, major shareholders, director and Chief Executive Officer of those legal entity
- In case of allocate shares to reserve conversion or financial instrument thus amount/value, condition and importance of those financial instrument (if any)

2.1.1 Operation of company in case there is fraction of shares

-None-

2.2 General Mandate

Allocate To	Type of Share	Amount of Shares	Percentage To Paid Up Capital ^{1/}	Note
Existing Shareholders	Ordinary Shares	2,632,505,176	20.00	Please see Remarks
	Preferred Shares	-	-	
Public	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-
Specific person	Ordinary Shares	1,316,252,588	10.00	Please see Remarks
	Preferred Shares	-	-	

^{1/}Percentage of paid-up capital on the date Board of Directors resolved to capital increase under General Mandate

Remarks:

1) Assigned to Board of Directors and/or Executive and/or Executive Chairman and/or Chief Executive Officer and/or authorized person from Board of Directors have power to consider offering newly issued ordinary shares of the Company shall be made once or several time and will be offered to any group before other or sell to all groups together at same time. Moreover, have authorized to determine offer price, offering time and date, other details and condition related to allocate of ordinary shares thus incidentally, allocate of shares following above table paid-up capital shall not exceed 30 percent of paid-up capital as at date Board of Directors resolved capital increase

2) The company shall complete allocation of newly issued shares within date company holds next General Meeting or within date held General Meeting specify by law whichever is earlier

3) Price that offer to specified person is not lower price as specified in Notification of Capital Market Supervisory Board No.TorChor 72/2558 RE: Permission for Listed Companies to offer Newly issued Shares to Private Placement by offering price should not below weighted average price of shares in the stock market as dating back not less than 7 working day consecutive but not more than 15 day consecutive before date which offer price determined

3. Schedule Annual General Meeting of Shareholders for approval of capital increase/allotment

Schedule 2020 Annual General Meeting of Shareholders on Wednesday 29 April 2020 at 2.00 pm. at Convention Room, 33rd Floor Supalai Grand Tower, Bangkok. To set name of shareholders who entitle to attend the meeting as record date of April 2, 2020.

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

- 4.1 Propose for approval from 2020 Annual General Meeting of Shareholders
- 4.2 Submission application for capital decrease/increase and paid up capital to Ministry of Commerce
- 4.3 Request permission from The Stock Exchange of Thailand for bring capital increase of ordinary shares by General Mandate to existing shareholders by proportion of holding shares and Private Placement to be listed in The Stock Exchange of

Thailand

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

- 5.1 To utilize proceeds as company's working capital and its business expansion in near future

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

- 6.1 To increase company's fund for business operation and for its business expansion in near future

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

7.1 Dividend policy is not less than 40% of net profits (consolidated financial statement) after deduction of income taxes or as appropriate if there is no other need and those dividend payment not affect from normal business operation or unless company has other project to invest

7.2 Subscribers of new shares issued for this capital increase will entitled to receive dividends from company's business operation starting from date which such offer shares and bring those increase share to be listed in The Stock Exchange of Thailand

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

-n/a-

9. Schedule of action if Board of Directors passes resolution approving capital increase or allotment of new shares:

No.	Procedures of capital increase	Date/Month/Year
1.	Date of Board of Directors meeting no.2-2020	March 18, 2020
2.	To schedule record date to entitle attend 2020 Annual General Meeting of Shareholders	April 2, 2020
3.	Date of 2020 Annual General Meeting of Shareholders	April 29, 2020
4.	Allocate newly issued shares under General Mandate	Upon resolution from Board of Director time to time
5.	To register paid-up capital and list such allocated shares as listed securities to trade in Stock Exchange of Thailand	Upon the allocation of shares from time to time
6.	To decrease the registered capital upon expiration of period of share allotment under general mandate and having remaining unallocated shares	Prior to next capital increase

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

Mr. Theerachai Leenabanchong Mr. Monthon Chatuwallopkul
 Chief Executive Officer Director