

Capital Increase Report Form
Haad Thip Public Company Limited
6 September 2019

We, Haad Thip Public Company Limited (the “**Company**”) would like to report the resolutions of the Board of Directors’ Meeting No. 5/2019, convened on 6 September 2019 from 14.00 to 16.15 hr., in respect of the capital increase and allocation of shares as follows:

1. Capital Increase:

The Board of Directors’ Meeting resolved to propose that the Extraordinary General Meeting of Shareholder No. 1/2019 consider and approve the increase of a registered capital of the Company from Baht 199,218,000 to Baht 201,210,180 by means of the issuance of not exceeding 1,992,180 ordinary shares with the par value of Baht 1.00 per share totaling Baht 1,992,180. Details of each type of capital increase are as follow:

Type of Capital Increase	Type of Shares	Number of Shares (Shares)	Par Value (Baht per Share)	Total (Baht)
<input checked="" type="checkbox"/> Specific purpose of utilizing the proceeds	Ordinary shares	Not exceeding 1,992,180 shares	1.00	1,992,180
<input type="checkbox"/> General Mandate	-	-	-	-

2. Allocation of newly issued ordinary shares:

2.1 The detail of the share allocation:

Allocated to	Number of Shares	Ratio (old : new)	Offering Price (Baht per Share)	Subscription and Payment Period	Note
Management and/or Employee of the Company Under the Employee Stock Option Program to offer newly issued ordinary shares to the management and/or employees of the Company (the “ HTC ESOP Scheme ”)	Not exceeding 1,992,180 shares	-	11.33	Maj. Gen. Patchara Rattakul, the Chief Executive Officer, or any person designated by the Chief Executive Officer will further determine the Subscription and Payment Period	To reserve for the offering of newly issued ordinary shares to the management and/or employees of the Company under the HTC ESOP Scheme

Remark: The Company sets offering price per share based on the market price with 50 percent discount. The market price before the Offering at Baht 22.65 per share is calculated from the weighted average closing price of the Shares during 15 business days prior to the Board of Directors’ Meeting No. 5/2019 held on 6 September 2019 (between 16 August 2019 to 5 September 2019 – information from www.set.or.th)

2.2 The Company’s plan in case where there is a fraction of shares remaining

The fraction of shares remaining must be discarded

2.3 The number of shares remaining from the allocation

In case where there are shares remaining from the subscription for the Shares under the HTC ESOP Scheme to ESOP Qualified Employees, Maj. Gen. Patchara Rattakul, the Chief Executive Officer, or any person designated by the Chief Executive Officer is authorized to consider

and allocate such remaining shares to other ESOP Qualified Employees who has declared his/her intention to oversubscribe the Shares. However, the allocation of such oversubscribed shares shall not cause any of ESOP Qualified Employee being allocated the Shares, both by allocation according to his/her right and by oversubscription, in excess of 5 percent of the Shares offered under the HTC ESOP Scheme.

In the event that there are shares remaining from the allocation to the abovementioned ESOP Qualified Employees, the Company shall proceed with capital decrease by cancelling the Shares which have not been allocated accordingly.

In any case where the allocation of the Shares under the HTC ESOP Scheme shall not cause any shareholders of the Company (including the person prescribed in Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto) of such shareholder) to hold shares in the following manners:

- (a) holding of shares in an amount that reaches or surpasses the trigger point requiring such person to make a tender offer as required by the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers (including any amendment thereto) ("**Notification No. Tor Jor. 12/2554**") (except such shareholder is waived from the obligation to make a tender offer for all of the securities of the Company as prescribed in the Notification No. Tor Jor. 12/2554);
or
- (b) violating the foreign shareholding limitation as specified in the Articles of Association of the Company which currently allow foreigners to hold shares in the Company not exceeding 35 percent of the total issued and paid-up shares of the Company, and the Company reserves the right not to allocate the Shares to any ESOP Qualified Employees if such allocation causes or may result in violation of any law or regulations relating to the issuance and offering of securities under Thai law.

3. Schedule for shareholders meeting to approve the capital increase/allocation

The Extraordinary General Meeting No. 1/2019 has been scheduled to be held on Monday 21 October 2019 at 14.30 hr. at Ballroom 2, 5th Floor, S31 Sukhumvit Hotel, 545 Sukhumvit 31, Klongtoey-Nuea, Wattana, Bangkok, 10110, Thailand.

The name of the shareholders entitling to attend at the Meeting shall be determined on 23 September 2019.

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

4.1 The Company shall seek for approval by the Extraordinary General Meeting No.1/2019 on 21 October 2019.

4.2 The Company shall apply for registration of the increase of registered capital and the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce in accordance to the capital increase.

4.3 The Company shall apply for approval from the Stock Exchange of Thailand to register the newly issued ordinary shares as listed securities in the Stock Exchange of Thailand.

4.4 The Company shall proceed to offer the Shares to its management and/or employees. The Shares are subject to the regulations, conditions and standards prescribed in the Notification No. Tor Jor. 32/2551.

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

To accommodate the offering of newly issued ordinary shares to management and/or employees under the HTC ESOP Scheme with the purpose to reward and retain key personnel to work with the Company in the long term.

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

6.1 To use the proceeds from the capital increase for the Company's working capital;

6.2 To be a motivation and reward the dedicated and hard-working management and/or employees of the Company who have consistently contributed to the Company's achievement;

- 6.3 To create mutual interest between the Company's management and/or employees and the shareholders through the provision of an opportunity to become stakeholders and share ownership in the Company; and
- 6.4 To retain key management and/or employees with long-standing dedication and outstanding performance to work with the Company in the long term, which will be beneficial to the Company in achieving commercial goals and sustainable business growth.

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

- 7.1 The Company has a policy of paying dividend at the rate of no less than 50 – 80 percent of the net income after tax in accordance with the Company's financial statements (on a consolidated basis). When considering dividend payment, the Company shall take into account the current cash flow, investment plans and other factors as deemed appropriate in the future;
- 7.2 Subscribers of the Offering shall have the rights to receive dividends from the Company's business operation once they have been registered as the shareholders of the Company in accordance to the relevant laws and regulations; and
- 7.3 To create shareholders' value by encouraging the Company's management and/or employees to perform their work to their full potential, which will result in positive operating results of the Company, thereby creating maximum returns for the shareholders of the Company in the future.

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

Please refer to Enclosure 3

9. Schedule of action where the board of directors of the Company passes a resolution approving the capital increase or allocation of new shares:

No	Procedures of the capital increase	Date/Month/Year
1	The Board of Directors' Meeting No. 5/2019	6 September 2019
2	Determining the name list of shareholders who are eligible to attend the shareholders' meeting	23 September 2019
3	Extraordinary General Meeting No.1/2019	21 October 2019

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

Maj. Gen.

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(Patchara Rattakul)

Chief Executive Officer