

(F 53-4)

Capital increase report form
The Erawan Group Public Company Limited
26 February 2019

We, the Erawan Group Public Company Limited, (the "Company") hereby reports the resolution of Board of Directors Meeting No .1/2019, held on 26 February 2019 from 14.00 hrs. to 16.30 hrs. in respect of a capital increase and share allotment as follows:

1. Capital Decrease and Increase

1.1. Capital Decrease

The Board of Directors Meeting has passed a resolution to approve the decrease of the Company's registered capital amounting to Baht 25,790,340 from Baht 2,537,893,275 to Baht 2,512,102,935 at the par value of Baht 1.00 per share by cancelling unissued ordinary shares of the Company amounting 25,790,340 shares, which were allocated for accommodating the offering of the newly issued ordinary shares to the employees of the Company and Subsidiaries under ESOP#4

1.2. Capital Increase

The Board of Directors Meeting has passed a resolution to approve the increase of the Company's registered capital from Baht 2,512,102,935 to Baht 2,788,664,866 by issuing 276,561,931 newly issued ordinary shares at the par value of Baht 1.00 per share. The Details of each type of capital increase are as follows:

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	25,790,340	1.00	25,790,340
	Preferred	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary	250,771,591	1.00	250,771,591
	Preferred	-	-	-

2. Allotment of new shares:

2.1 Allotment of newly issued ordinary shares to employees of the Company and Subsidiaries under ESOP#4.

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price (THB/share)	Subscription and payment period	Remark
For allocation of newly issued ordinary shares to employees of the Company and Subsidiaries under ESOP#4.	25,790,340	-	Remark 1	Remark 1	-

Remark 1 The 2016 Annual General Meeting of Shareholders held on April 26, 2016 resolved to approve the allocation of newly issued ordinary shares to employees of the Company and Subsidiaries under ESOP#4. The period of the Plan shall not exceed 5 years from the date of approval by the Annual General Meeting of Shareholders. The offering shall be completed within 30 December 2020. The exercise periods and the exercise price are stipulated as follows:

No.	Exercise period	Number of exercised shares	Exercise price / share
1	1 January 2017 - 30 December 2020	10% of total allocated shares	3.60 Baht
2	1 January 2018 - 30 December 2020	20% of total allocated shares	3.70 Baht
3	1 January 2019 - 30 December 2020	30% of total allocated shares	3.80 Baht
4	1 January 2020 - 30 December 2020	40% of total allocated shares	3.90 Baht

As the company will propose to the 2019 Annual General Meeting of Shareholders to consider and approve the increase of registered capital of the company under the General Mandate, it is, therefore, necessary for the Company to decrease the registered capital by deducting the unissued shares required by Section 136 of the Public Limited Company Act B.E. 2535 (1992) (as amended), provided that the detail of the employee stock option plan for employees of the company and its subsidiaries no.4 (ESOP#4) shall be same as the allocation which was approved by the 2016 Annual General Meeting of Shareholder.

2.2 Allotment of new shares under the General Mandate

Allotted to	Type of shares	Number of shares (shares)	Percentage of paid-up capital ^{1/}	Remark
Private Placement	Ordinary shares	Not exceeding 250,771,591	Not exceeding 10 percent	Remark 2

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

Remark 2 •

- The offering price shall not be discount pursuant to the Notification 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 Persons (and amendment).
- The specific persons 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 related persons of the Company as specified in the Notification of the Capital Market Supervisory Board No. TorJor .21/2551 Re : Rules on Connected Transaction and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Company in Respect of Connected Transaction B.E .2546:

- (a) being institutional investors in accordance with the Notification of the Securities and Exchange Commission No .KorJor .17/2551 Re :Determination of Definitions in the Notification 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.
- The offering price of the newly issued ordinary shares to the specific investors by means of the Private Placement under the General Mandate shall be “**Market Price**” which means the weighted average price of the Company's shares trading on the stock exchange of not fewer 7 consecutive business days but not more than 15 consecutive business days prior to the date for determination of such subscription 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 subscription 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 .TorJor .72/2558, Re :Approval of Offering for Sale of Newly-Issued Shares by Listed Companies to Specific Persons
 - The offering price of the newly issued ordinary shares to the specific investors by means of the Private Placement under the General Mandate can be carried out until the 2020 Annual General Meeting of Shareholders or by the date required by law whichever comes first.
 - The board of directors shall be authorized to take any action relating to the allocation of the newly issued ordinary shares under General Mandate including to determine and/or amend and/or change conditions and details regarding such matter as permitted by law, including but not limited to the following matters:
 - (1) to consider and determine details of the allocation of newly issued ordinary shares, such as, the subscription 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 persons 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 Stock Exchange of Thailand “(SET)”and being empowered to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.

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

The 2019 Annual General Meeting of Shareholders is scheduled on 26 April 2019 at 14.00 hrs. at Grand Ballroom of Grand Hyatt Erawan Bangkok Hotel, No.494 Ploenchit Road, Kwang Lumpini, Khet Pathuwan, Bangkok 10330.

The record date for determining the right of shareholders to attend the 2019 Annual General Meeting of Shareholders will be on 12 March 2019.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto

4.1 The Company will apply for the registration of the capital increase and amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce within 14 days from the date that the shareholders passed such resolution and will register the changed of paid-up capital within 14 days from the date of fully receive the share price..

4.2 The Company will apply for the approval from the SET to list such newly issued ordinary shares on the SET.

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

5.1 Specifying the purpose of utilizing proceeds

To support the rights to exercise the ordinary shares those are allocated to the employees of the Company and Subsidiaries under ESOP#4

5.2 General Mandate

To be used as the fund for expanding its core business as well as strengthening the Company's balance sheet for the expansion its core business.

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

6.1 Specifying the purpose of utilizing proceeds

- The objectives of the ESOP#4 are to motivate the employees of the Company and its Subsidiaries to dedicate themselves to bring about the best interest for the Company and its Subsidiaries, and to drive their performance towards the success of the Company's strategic objectives
- The objectives of the ESOP#4 will assist the Company in enhancing the Company's financial liquidity and being a working capital for the expansion in its core business and enhancing higher revenue for the company.

6.2 General Mandate

This capital increase under General Mandate will enhance and strengthen of the capital base to support the investment expansion of the Company and also increase the liquidity with well-prepared in term of capital for investment in potential project, which will benefit and generate profit to the Company, and building the value added to shareholders in the long term.

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

7.1 Dividend policy

Approximately 40% of the net profits of the consolidated financial statements after deduction of all kind of reserves as specified by law and the company depending on the Company's operations, financial position, and overall economic conditions.

The Board resolution on dividend payment is needed to propose to shareholders' meeting for approval, except interim dividend in which Board can go ahead and report to shareholders later.

7.2 The subscribers of the Company's newly issued ordinary shares at this offering will be entitled to receive dividends declared by the Company upon the registration of their names as shareholders of the Company with relevant authority such as Ministry of Commerce.

7.3. Others

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

-None-

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

Procedures of the capital increase	Date/Month/Year
1) The date of the Meeting of Board of Directors No. 1/2019	26 February 2019
2) The date to determine shareholders entitled to attend the 2019 Annual General Meeting of Shareholders and to receive the dividend payment (Record Date)	12 March 2019
3) The date of the 2019 Annual General Meeting of Shareholders	26 April 2019
4) Proceed the registration for capital decrease and capital increase as well as the amendment of the Memorandum of Association with the 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.

Signed _____ Petch Krainukul _____ Authorized director
(Mr. Petch Krainukul)

Signed _____ Arada Vongkusolkit _____ Authorized director
(Mrs. Arada Vongkusolkit)