

(F53-4)

Capital Increase Report Form

Rayong Purifier Public Company Limited

November 12, 2013

We, Rayong Purifier Public Company Limited, hereby report on the resolution of board of directors no. 7/2556 held on November 12, 2013 from 10.30 to 16.15 hours, relating to a capital increase/share allotment as follows:

1. Capital Increase:

The board meeting passed a resolution approving the increase of the company's registered capital from THB 802,870,229 to THB 1,304,664,125 by issuing 501,793,896 ordinary shares with par value of THB 1 each, totaling THB 501,793,896. Detail of the each type of capital increase is:-

Type of capital increase	Type of share (shares)	Number of share (THB/share)	Par Value (THB)	Total
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	501,793,896	1	501,793,896
<input type="checkbox"/> General Mandate	-	-	-	-

2. Allotment of new shares:

The boards meeting passed resolution approving allotment new ordinary shares 501,793,896 shares with a par value of THB 1 each, totaling THB 501,793,896 as follows:

2.1 Specifying the purpose of utilizing proceeds

Allotted to	Number of shares (Shares)	Ratio (old : new)	Sale price (THB/share)	Subscription and payment period	Note
Existing shareholders	501,793,896	1.60 : 1	1	Empower to Board of Directors to determined later	Please see remark 1) and 2)

Remark:

- 1) Newly ordinary share of total 501,793,896 shares at par value of Baht 1 each and offer to the Company's existing shareholders in proportion to their current shareholding percentage at the ratio of 1.6 existing shares to 1 new share (decimal fraction of share derived from calculation shall be disregarded) at the offering price of Baht 1 each.
- 2) If there remains unsubscribed shares from allocation to the existing shareholders in proportion to their shareholding, the Board of Director are empowered to allocate to shareholders who are oversubscribed and paid the full amount at the same time of subscribe their right in No. 1) at the same offering price 1 Baht. The conditions of allotment are as follows;
 - a) In case the shareholders subscribe more than their rights and more than the remaining newly issued shares, the remaining newly issued shares shall be allotted to the over subscribe shareholders based on the shareholding proportion of each over subscribe shareholder. The allocation of the remaining newly issued shares shall be allotted until no any remaining newly issued shares according to the board of direct deem appropriate. However, the Company will refund the subscription fees to the shares that have not been allocated to existing shareholders of the above without any interest within 14 days from the closing date of the subscription.
 - b) In the case the shareholders subscribe more than their rights but less than the remaining newly issued shares, new issued shares shall be allotted to all over subscribe shareholders.

- 3) In case that there still be the remaining newly issued shares after the allotment no. 2) above, the Board of Directors or the attorneys of the Board of Directors are empowered to allot the remaining newly issued shares to the existing shareholders whose name appear on closing the register book date or terminate the remaining newly issued shares and register with capital registration Department of Business Development, Ministry of Commerce.
- 4) The Board of Directors or the attorneys of the Board of Directors are empowered to determine any related transaction with capital increase as follows;
 - a) Determine of detail in relation to the capital increase of the Company and the allocation of the newly issued shares to existing shareholders in proportion to their shareholding (Right Offering). For example, the subscription and payment period, allotment method for over subscribe shareholders.
 - b) Determine the list of shareholders entitled to subscribe to and be allotted with newly issued shares date.
 - c) Determine the closing the register book date.
 - d) Take any action necessary and appropriate with regard to allotment the new ordinary shares to existing shareholders in proportion to their shareholding (Right Offering) including submission application for listing of newly issued shares to The Stock Exchange of Thailand, submission document to comply with the Security Act for listed company, The Stock Exchange of Thailand, Ministry of Commerce and other related parties

2.2 Arrangement in the case there is a fraction of shares

Decimal fraction of share derived from calculation shall be disregarded.

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

The extraordinary meeting of shareholders no. 1/2013 is scheduled to be held on December 19, 2013 at 13.30 p.m. at Sky Park Room, at 14th Fl. Shinawatra Tower III, 1010 Viphavadi Rangsit Rd., Chatuchak, Bangkok 10900.

- ☐ The share register will be closed to share transfers in order to determine right to attend this meeting from _____ until the meeting has been duly convened.
- ☒ The share register will be recorded for share transfer in order to determine the right to attend this meeting on November 27, 2013. Also (one business day after the recording date) November 28, 2013 will be the book-closing date on which the shareholder list as specified in section 255 of the Security Act shall be complied.

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

- 4.1 The Ministry of commerce: To register the increase of registered capital and paid-up capital.
- 4.2 The Stock Exchange of Thailand: To request approval for newly issued ordinary shares to be listed on the Stock Exchange of Thailand.

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

The Company intends to use the capital raised from the issue of the newly issued ordinary shares to invest in Thai Public Port Co., Ltd. by acquiring from existing shareholders.

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

The company has capital to invest in potential business and it could create more wealth to the company.

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

- 7.1 Subscribers of new shares issued for this capital increase will be entitled to receive dividends from the Company's business operation if the Company registers paid-up capital with Ministry of Commerce.
- 7.2 The company will have strong financial statement and more stability in the company, which will reflect to stock price in the future as well.

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:

No.	Procedures of the capital increase	Date/Month/Year
1	Board of Directors' Meeting No. 7/2013	November 12, 2013
2	Report a resolution of Board of Directors Meeting to Stock Exchange of Thailand	November 12, 2013
3	Record Date to attend the Extraordinary General Meeting of Shareholders no.1/2013	November 27, 2013
4	Collecting name of entitled shareholders under section 225- For attend the Extraordinary General Meeting of Shareholders no. 1/2013-	November 28, 2013
5	The date of the Extraordinary General Meeting of Shareholders no. 1/2013	December 19, 2013
6	Record Date to subscribe and allot with newly issued ordinary shares	To Be Determined by the Board of Directors
7	Collecting names of entitled shareholders under Section 225 for subscribe and allot newly ordinary shares.	To Be Determined by the Board of Directors

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

Signed.....
(Mr. Satja Janetumnagul)
Director

Signed.....
(Mr. Supapong Krishnakan)
Director