

(F 53-4)

-Translation-

Capital Increase Report Form
Moong Pattana International Public Company Limited
8 March 2016

We, Moong Pattana International Public Company Limited (the “**Company**”), hereby report the resolution of the Board of Directors’ Meeting No. 2/2016, held on 8 March 2016 at 9:00 hrs. – 12:15 hrs. in respect of the capital increase and the shares allotment as follows:

1. Capital Increase

The Board of Directors’ Meeting passed a resolution approving the increase of the Company’s registered capital from Baht 167,999,968 to Baht **213,488,988** by authorizing **45,489,020** ordinary shares with a par value of Baht 1.00 each, totaling Baht **45,489,020** (Please see Remark for more details). Details of capital increase are as follows:

Type of capital increase	Type of share	No. of shares (share)	Par Value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary share Preferred Share	2,224,285 -	1.00 -	2,224,285 -
<input checked="" type="checkbox"/> General Mandate	Ordinary share Preferred Share	43,264,735 -	1.00 -	43,264,735 -

2. Allotment of New Shares

2.1 The Details of Allotment

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price Baht/share)	Subscription and payment period	Note
Existing shareholders	-	-	-	-	-
General public	-	-	-	-	-
Other persons (specify)	-	-	-	-	-
To reserve for the exercise of the Warrants subject to the ESOP Project	Not Exceeding 2,000,000	N/A	0.00 3.80 (Exercise Price)	Please see remark	Please see the details of the ESOP Project (Enclosure 1)

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price Baht/share)	Subscription and payment period	Note
To reserve for the rights adjustment of the Warrants to purchase the ordinary shares of the Company No.1 (Please see remark)	Not Exceeding 224,285	N/A	N/A	N/A	-

Remark: (1) The Board of Directors' Meeting No. 2/2016 which was held on 8 March 2016 has resolved to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the issuance and offering of the Warrants to purchase the ordinary shares of the Company to directors, executives and employees of the Company (the "ESOP Project"), without cost incurred, in the amount of 2,000,000 units, which is equal to 1.39% of all shares having the right to vote as of 8 March 2016 per the details as appeared in Enclosure 1.

In addition, the Board of Directors of the Company and/or Executive Committee and/or the Chief Executive Officer and/or the Joint Chief Executive Officer or the person(s) entrusted by the Board of Directors or the Executive Committee or the Chief Executive Officer or the Joint Chief Executive Officer shall be empowered to do any action which is necessary for, or in connection with the implementation of the ESOP Project and the issuance and offering of the Warrants of the Company as deemed appropriate and subject to the conditions of the applicable law including but not limited to determining, editing, amending or adding the details and particulars necessary for and in connection with the issuance and offering of the Warrants of the Company subject to the conditions of the applicable law including appointing any substitute to perform the same etc; and

(2) The Company is required to adjust the rights of Warrants No.1 with the following reasons: (i) the Company shall issue and offer the Warrants subject to the ESOP Project of which its offering price where aggregated with the exercise price for underlying ordinary shares shall be lower than 90% of the market price of a Company's share; and (ii) the Company shall declare the dividend payment at the rate of exceeding 90% of its net profit from the year 2015 after tax (non-consolidated basis) in order to be in line with the conditions concerning the rights adjustment as stipulated in Item 1.11.1 (c) and (e) of the indicative terms and conditions of the Warrant to purchase the ordinary shares of the Company No.1 (MOONG-W1).

2.1.1 The Company's Plan in case there is a Fraction of Shares Remaining

-None-

2.2 If under a General Mandate

Allotted to	Type of shares	Number of shares (shares)	Percentage of paid-up capital ^{1/}	Note
Existing shareholders	Ordinary	Not exceeding 43,264,735	Not exceeding 30%	Please see remark
	Preferred	-	-	-
To supporting the exercise of transferable subscription rights	Ordinary	-	-	-
	Preferred	-	-	-
General public	Ordinary	-	-	-
	Preferred	-	-	-
Specific persons	Ordinary	-	-	-
	Preferred	-	-	-

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

Remark: The Board of Directors' Meeting No. 2/2016 which was held on 8 March 2016 has resolved to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the allocation and offering of the newly issued ordinary shares in the amount of not exceeding 43,264,735 shares to the existing shareholders in proportion to their respective shareholding (Rights Offering) in accordance with the Capital Increase under General Mandate (which is equal to 30% of the Company's paid-up capital as of 8 March 2016 in the amount of Baht 144,215,784 divided into 144,215,784 shares at the par value of Baht 1 each).

In addition, the Board of Directors of the Company and/or Executive Committee and/or the Chief Executive Officer and/or the Joint Chief Executive Officer or the person(s) entrusted by the Board of Directors or the Executive Committee or the Chief Executive Officer or the Joint Chief Executive Officer shall be empowered to allocate the newly issued ordinary shares for the Capital Increase under General Mandate including to consider determining and/or amending and/or modifying the conditions and details with regard to the allocation and offer of such newly issued ordinary shares for the Capital Increase under General Mandate set out above under the applicable laws. The authorized person(s) shall also be empowered to do any other action which is necessary or appropriate for, and in connection with the issuance and offering of newly issued ordinary shares from the capital increase under the General Mandate mentioned above, which shall include but not be limited to:

- (1) considering and determining the allocation and offering of newly issued ordinary shares to be made whether either at one time or from time to time including the subscription ratio for the Rights Offering, offering price, offering period, share payment, allocation methods, conditions and other details relevant to the allocation of such newly issued ordinary shares; or
- (2) negotiating, agreeing and executing any relevant documents, including carrying out matters necessary or appropriate for the issuance and offering as well as the allocation of newly issued ordinary shares, which shall include but not be limited to contacting, providing information, signing and filing applications for approval for offering of newly issued ordinary shares including any documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, the Thailand Securities Depository Company Limited, the Ministry of Commerce and other relevant authorities, as well as listing such newly issued ordinary shares on the MAI, etc.

This allocation of newly issued ordinary shares for the capital increase under the General Mandate set out above is required to be completed on the date on which the Company shall hold the 2016 Annual General Meeting of Shareholders or within 30 April 2017, whichever is earlier.

3. Schedule of Shareholders' Meeting to Approve Capital Increase and Share Allotment

The 2016 Annual General Meeting of Shareholders shall be held on 25 April 2016, 13:00 hrs., the 7th floor Meeting Room, Moong Pattana Building, No.32 Bangna-Trad Soi 25, Bangna-Trad Rd., Bangna, Bangkok (10260). The date for determining the list of shareholders who have the right to attend this meeting (Record Date) shall be 23 March 2016, and the Company's share register book closing date for collecting names of the Shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) shall be 24 March 2016.

4. Approval of Capital Increase/Share Allotment by Relevant Governmental Agency and Conditions thereto (if any)

- 4.1 The Company is required to get the approval from the 2016 Annual General Meeting of Shareholders for its increase of capital and others relevant matters.
- 4.2 The Company shall register the capital increase, the change of paid-up capital and other relevant matters with the Department of Business Development, the Ministry of Commerce and shall amend any relevant clauses in the Memorandum of Association with respect to the increase of registered capital.
- 4.3 The Company shall apply for approval from the Stock Exchange of Thailand for listing of the newly issued ordinary shares as registered securities.

5. Objectives of the Capital Increase and Plans for Utilizing Proceeds Received from Capital Increase

- 5.1 To reserve for the exercise of the rights of the holders of the Warrants to purchase the ordinary shares of the Company to directors, executives and employees of the Company (ESOP Project);
- 5.2 To reserve for the rights adjustment of the Warrants to purchase ordinary shares of the Company No.1 (MOONG-W1); and
- 5.3 To be working capital of the Company and/or for the expansion of the business of the Company.

6. Benefits which the Company and Shareholders will receive from the Capital Increase and Share Allotment

For the purpose of expanding the capital base of the Company and being working capital for operating current business of the Company, which will strengthen the Company's financial position.

7. Benefits which the Shareholder will receive from the Capital Increase and Share Allotment

The Company's financial status shall be improved by the working capital obtained from the Capital Increase of which will support the business's growth in the future will be beneficial to the Company in the long term.

8. Other Details Necessary for Shareholders to Approve the Capital Increase and Share Allotment

-None-

9. Schedule of Action where the Board of Directors of the Company passes a Resolution approving the Capital Increase or Allotment of New Shares

Procedure	Date
Board of Directors' Meeting to approve the increase of registered capital under General Mandate and the allocation of newly issued ordinary shares	8 March 2016
Date to determine the shareholders' right to attend the 2016 Annual General Meeting of Shareholders	23 March 2016
Date of closing of share register book to collect a list of shareholders to attend the 2016 Annual General Meeting of Shareholders Section 225 of the Securities and Exchange Act B.E. 2535 (as amended)	24 March 2016
The 2016 Annual General Meeting of Shareholders	25 April 2016
Registration of the resolution of capital increase at the Ministry of Commerce	Within 14 days after the Annual General Meeting of Shareholders date approves the capital increase

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

Signed.....
(Mrs. Sureporn Anuvatudom)
Director

- Seal -

Signed.....
(Ms. Suwanna Chokdee-anand)
Director