

**Capital Increase Form**

**Tipco Asphalt Public Company Limited**

**Date 24 February 2012**

We, Tipco Asphalt Public Company Limited (the "Company"), hereby report the resolutions of the Board of Directors' Meeting No.2/2012, held on 24 February 2012, in relation to the increase of the registered share capital and the allocation of new ordinary shares as follows:

**1. Increase of capital**

- 1.1 The Board of Directors' Meeting resolved to decrease the registered capital of the Company from Baht 1,690,024,290 to the new registered capital of Baht 1,688,437,290 by decreasing the ordinary shares reserved for the exercise of ESOP-W1 of 158,700 shares with Baht 10 par value per share pursuant to the resolution of Annual General Meeting of Shareholders No.1/2011 held on 5 April 2011 with regard to the issuance of 1,200,000 warrants to employees under Long Term Incentive Program (ESOP-W1). Up to now, there are 1,041,300 units of ESOP-W1 was allocated and 158,700 units of the warrant was unallocated. Consequently, the Company has to decrease unissued and unoffered shares of the Company which has been reserved for the exercise of the warrant.
- 1.2 The Board of Directors' Meeting resolved to increase the registered share capital of the Company in the amount of Baht 12,000,000 from the current registered capital of Baht 1,688,437,290 to the new registered capital of Baht 1,700,437,290 by issuing 1,200,000 new ordinary shares with Baht 10 par value per share and total value of Baht 12,000,000.

**2. Allocation of new ordinary shares**

The Board of Directors' Meeting resolved to allocate 1,200,000 new ordinary shares with Baht 10 par value per share and total value of Baht 12,000,000 as follows:

**2.1 Detail of allocation**

Allocated to	No. of shares	Exercise ratio	Portion (Existing : New) / Exercise Price	Offering date and details	Note
1. To be reserved for exercise of ESOP-W2 allocated to executive directors and/or employees (key managers and high potential employees) of the Company and its subsidiaries	1,200,000 shares	1 unit of ESOP-W2 will be entitled to purchase 1 newly-issued ordinary share.	equal to market price which calculated based on the weighted average of the daily trading price of the Company's ordinary shares traded on the Stock Exchange of Thailand ("SET") for fifteen (15) consecutive trading days prior to the Company's Board of Directors Meeting No.2/2012 dated 24 February 2012 passing approval of the Warrants issuance, which is equal to Baht 49.13 per share.	The Board of Directors and/or the person(s) entrusted by the Board will determine the details of offering after having obtained approval from the shareholders' meeting.	-



2.2 Process in case there is any fraction of shares

Any fraction of the warrants from such calculation shall be discarded.

2.3 Process in case there are unallocated shares

- None -

**3. Determination the date for the shareholders' meeting for approval of capital increase/allocation for capital increase.**

The date for the Annual General Meeting of Shareholders No.1/2012 is set to be on 27 April 2012, at 10.00 a.m. at the Company's Head Office, Meeting Room, 5th Floor (Auditorium), Tipco Tower, No. 118/1 Rama 6 Rd., Samsen Nai, Phayathai, Bangkok 10400. The share register book's record date to determine the shareholders' right to attend the shareholders' meeting is scheduled for 20 March 2012, and the share register book closing date for collecting the names of the shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (and its amendments) is scheduled for 21 March 2012.

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

4.1 After the approval of increase the registered capital by the Shareholders Meeting of the Company, the Company shall register the increase of capital with the Ministry of Commerce.

4.2 The Company shall submit an application form to the Stock Exchange of Thailand for approval of the new ordinary shares that are derived from exercising of ESOP-W2 for listing on the Stock Exchange of Thailand.

**5. Purpose of capital increase and use of proceeds**

To reserve new shares for the exercise of the Company's warrants which will be issued and allotted to the executive directors, key and/or employees (key managers and high potential employees) of the Company and its subsidiaries. Funds received from conversion of warrants into new ordinary shares will be used to support the working capital needs.

**6. Benefits obtained by the Company from the capital increase / share allotment**

Increase morality and as motivation to capable resources to continue to work with in the future which is benefit to the Company and shareholders in long terms basis.

**7. Benefits obtained by the shareholders from the capital increase / share allotment**

The shareholders will benefit in terms of both dividend and increasing share value in the future. The Company has the policy to pay dividend not less than 60 per cent of the Company's own net profit in each fiscal year. However, the actual dividend payment depends on cash flow, investment plans of the Company and its subsidiaries, terms and conditions of agreements entered into by the Company, together with all other conditions of necessity and suitability in the future.



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

- None -

**9. Schedule of actions where the Board of Directors of the Company passes a resolution approving the capital increase / share allotment**

Date	Process
24 February 2012	The date of Board of Directors' meeting to approve the capital increase
20 March 2012	The date to determine the shareholders' right to attend the Annual General Meeting of Shareholders No.1/2012 (Record Date)
21 March 2012	The date of closing of share register book to collect names of shareholders to attend the Annual General Meeting of Shareholders No.1/2012
27 April 2012	The date of the Annual General Meeting of Shareholders No.1/2012
Within 14 days from the date of the Annual General Meeting of Shareholders	Registration of capital increase with the Ministry of Commerce

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



Signature.....  
 ( Mr. Chaiwat Srivalwat )  
 Managing Director

Signature.....  
 ( Mr. Jacques Pastor )  
 Executive Director