

(Translation)

(F 53-4)

## Capital Increase Report Form

### Thaifoods Group Public Company Limited

24 February 2017

We, Thaifoods Group Public Company Limited (the “**Company**”), having our principal office located at 1010 Shinawatra Tower 3, 11-12th Floor Vibhavadi Rangsit Road, Chatuchak Sub-District, Chatuchak District, Bangkok, hereby report the resolutions of the Board of Directors’ Meeting No. 1/2017 held on 23 February 2017 in respect of the capital increase and allocation of shares as follows:

#### 1. Capital Decrease and Capital Increase

1.1 With regard to the intention to increase the registered capital of the Company, and in accordance with Section 136 of the Public Limited Companies Act B.E. 2535 (1992) which provides that, the company may increase the amount of its registered capital by issuing new shares which may be done after all the shares have been completely sold and paid-up in full. At present, amongst the registered capital of the Company, there are 6,058 unsubscribed ordinary shares at the par value of Baht 1. Consequently, the Board of Directors’ Meeting resolved to approve the capital decrease from the existing registered capital of Baht 5,610,000,000 to Baht 5,609,993,942 by cancelling 6,058 unsubscribed shares of the Company at the par value of Baht 1 per share.

1.2 The Board of Directors’ Meeting passed a resolution approving the increase of the Company’s registered capital from Baht 5,609,993,942 to Baht 6,138,160,412 by means of the issuance of not exceeding 528,166,470 new ordinary shares at the par value of Baht 1 per share, details as follows:

Type of Capital Increase	Type of Shares	Number of Shares	Par Value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of proceeds utilization	Ordinary	not exceeding 528,166,470	1	not exceeding 528,166,470
<input type="checkbox"/> General Mandate	-	-	-	-

#### 2. Allocation of Newly Issued Shares

The Board of Directors’ Meeting resolved to approve the allocation of not exceeding 528,166,470 ordinary shares, at the par value of Baht 1 per share, totaling not exceeding Baht 528,166,470 to accommodate the exercise of Warrants to Purchase Newly-Issued Ordinary Shares No. 2, (the “**TFG-W2 Warrants**”), and accommodate the rights adjustment pursuant to the Terms and Conditions, and Rights of the Issuers and Holders of the Warrants to Purchase Ordinary Shares

(Translation)

No.1, (the “TFG-W1 Warrants”), which the 2016 Annual General Meeting of Shareholders had resolved to approve on 28 April 2016, in accordance with the following details:

## 2.1 Details of Allocation

Allocated to	Number of shares	Ratio (Existing : New)	Sales Price (Baht per unit)	Remarks
1. To accommodate the exercise of the TFG-W2 Warrants issued to the existing shareholders of the Company proportionate to their respective shareholding	not exceeding 510,866,470	10:1	-0-	Please refer to Remarks 1
2. To accommodate the rights adjustment of the TFG-W1 Warrants	not exceeding 17,300,000	-	-	Please refer to Remarks 2

### Remarks:

1. The Executive Committee of the Company or any person designated by the Executive Committee of the Company is authorized to determine, amend and revise the conditions and other details in connection with the issuance and allocation of the TFG-W2 Warrants, for example, the issuance date of the TFG-W2 Warrants, the allocation of the TFG-W2 Warrants etc., and to have a power to revise any conditions and other details in relation to the adjustment or change of exercise ratio and exercise price pursuant to the terms and conditions of warrants, as well as to execute the relevant documents and to take any action as deemed necessary and appropriate in connection with the issuance and allocation of the TFG-W2 Warrants until completion, including, but not limited to, providing of information and filing evidence with the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce or governmental or other competent authorities, including listing of the TFG-W2 Warrants and ordinary shares issued from the exercise of the TFG-W2 Warrants as listed securities on the Stock Exchange of Thailand.
2. In order to allocate the newly issued shares to accommodate the rights-adjustment of the TFG-W1 Warrants, which the 2016 Annual General Meeting of Shareholders, held on 28 April 2016, had resolved to approve the issuance and allocation to the existing shareholders proportionate to their respective shareholding pursuant to Clause 1.5.3 of Right Adjustment Conditions of Terms and Conditions, and Rights of the Issuers and Holders of the Warrants to Purchase Ordinary Shares

(Translation)

No.1. However, since the Company is unable to calculate the rights adjustment ratio of the TFG-W1 Warrants at the present due to the calculation of the new price and exercise ratio will be considered based on the market price of shares determined by the Company which is the weighted average price of the Company's ordinary shares traded during the period of 7 consecutive business days prior to the first date that the sign "Excluding Warrant" (XW) showing. Thus, the Company cannot calculate at the moment. In this regard, the number of newly issued shares to be accommodated the rights adjustment of the TFG-W1 Warrants herewith is the forecasted number of shares. The Company will allocate the TFG-W2 Warrants to the existing shareholders whose names are recorded on 3 May 2017 which is the date to record the names of the shareholders who are entitled to be allocated the warrants (Record Date), and 4 May 2017 is scheduled as the date to close the share register to list the names of the shareholders in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto). The Company will be able to calculate the revised exercise price on 28 April 2017 where the sign of Excluding Warrant is shown (XW) meaning that the shareholders will not be entitled to subscribe the newly issued securities of the Company.

**2.2 Action to be taken by the Company when there are fractions of shares**

Any fractions of ordinary shares issued from the exercise of the TFG-W2 Warrants of each shareholder should be rounded down.

**3. Schedule of the General Meeting of Shareholders to Approve the Capital Increase and the Allocation of Shares**

The 2017 Annual General Meeting of Shareholders is scheduled to be held on 21 April 2017 at 10.00 hrs, at Lotus room, Queen Sirikit National Convention Center; the date for determining the names of the shareholders entitled to attend the meeting (Record Date) is 10 March 2017; the date for gathering the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 by closing the share register book is 13 March 2017. The date for determining the names of shareholders entitled to be allocated the TFG-W2 Warrants (Record Date) is 3 May 2017 and 4 May 2017 as the book closure date to collect the names of the shareholders in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 (as amended).

**4. Application for Permission from the Relevant Governmental Authorities and Related Conditions concerning the Capital Increase**

4.1 The Company shall apply for the registration of its capital increase and amendment of paid-up capital from the Department of Business Development, the Ministry of Commerce.; and

4.2 The Company will obtain approvals from the Stock Exchange of Thailand to list the TFG-W2 Warrants issued and allocated to the existing shareholders proportionate to their

(Translation)

respective shareholding and the ordinary shares from the exercise of the rights under the TFG-W2 Warrants to be the listed securities on the Stock Exchange of Thailand.

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

When the warrant holders exercise the TFG-W2 Warrants to purchase newly issued shares in the future, the Company will be able to use the proceeds therefrom as its revolving capital in the future.

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

The Company will use the proceeds derived from the exercise of the TFG-W2 Warrants as its revolving capital in its business operations which will increase the liquidity of the Company and will benefit the Company's operation and business in the future.

**7. Benefits which the shareholders will received from the capital increase/share allotment**

7.1 Dividend policy

The Company has a policy of paying a dividend at the rate of not less than 50 percent of the net profits of the separated financial statements of the Company after corporate income tax and legal reserves (with additional conditions).

7.2 Shareholder's rights:

The shareholders of the Company who receive the newly issued shares from the exercise of their TFG-W2 Warrants will be entitled to a dividend payment from the Company's performance upon the Company's declaration of dividend payment as the existing shareholders of the Company in accordance with the abovementioned dividend policy as well as other rights of the shareholders such as right to participate in the shareholders' meeting and right to vote in the shareholders' meeting.

7.3 Others:

-N/A-

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

Please refer to the Summary of Key Features of the TFG-W2 Warrants attached hereto.

(Translation)

**9. Schedule of actions upon the Board of Directors passing the resolution of the capital increase/share allotment**

<b>No.</b>	<b>Procedure</b>	<b>Date/Month/Year</b>
1	Board of Directors' Meeting No. 1/2017	23 February 2017
2	The date for determining the names of the shareholders entitled to attend the 2017 Annual General Meeting of Shareholders (Record Date)	10 March 2017
3	The date for gathering the names of the shareholders under Section 225 of the Securities and Exchange Act B.E. 2535	13 March 2017
4	The 2017 Annual General Meeting of Shareholders	21 April 2017
5.	Registration of the resolution of capital increase and amendment of the Company's Memorandum of Association with the Ministry of Commerce	Within 14 days from the date of the resolution of the shareholders' meeting
6.	The date for determining the shareholders entitled to be allocated the TFG-W2 Warrants	3 May 2017
7.	The date for gathering the names of the shareholders under Section 225 of the Securities and Exchange Act B.E. 2535	4 May 2017
8.	Issuance date of the TFG-W2	19 May 2017 and/or other date that shall be determined by the Executive Committee and/or a person delegated by the Executive Committee to determine the issuance date

(Translation)

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

Signature: *-Mr. Winai Teawsomboonkij-* Authorized Director  
(Mr. Winai Teawsomboonkij)  
Director

(Signatures of  
Authorized Director(s)  
and Applicable Seal)

Signature: *- Mr. Chirdsak Kukiattinun-* Authorized Director  
(Mr. Chirdsak Kukiattinun)  
Director