

(F53-4)

**Capital increase report form**  
**Thaifoods Group Public Company Limited**  
**February 21, 2024**

Thaifoods Group Public Company Limited (the “**Company**”) would like to report the Board of Directors Meeting No.1/2024 held on February 21, 2024 regarding capital increase and the allocation of shares:

**1. Capital Increase**

The Board of Directors’ Meeting passed a resolution approving the increase of the Company’s registered capital from THB 6,168,330,045 to THB 6,749,411,897 by means of the issuance of not exceeding 581,081,852 new ordinary shares at the par value of THB 1 per share, totaling of not exceeding THB 581,081,852. The details of capital increase are as follows:

<b>Type of Capital</b>	<b>Type of Capital</b>	<b>Type of Capital</b>	<b>Type of Capital</b>	<b>Type of Capital</b>
<input checked="" type="checkbox"/> Specifying the purpose of proceeds utilization to accommodate the Warrants to Purchase the Company’s Ordinary Shares (TFG-W4)	Ordinary	Not exceeding 581,081,852	1.00	Not exceeding 581,081,852
<input type="checkbox"/> General Mandate	-	-	-	-

## 2. Allocation of Newly Issued Shares

### 2.1 Details of Allocation

Allocated to	Number of shares	Ratio (Existing : New)	Sales Price (THB per unit)	Remarks
To allocate for the exercise of the Company's warrants to purchase ordinary shares No. 4 (TFG-W4), which will be issued to existing shareholders of the Company in proportion to their respective shareholdings	Not exceeding 581,081,852 shares	Allocation Ratio: 10 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio such fraction of shares shall be rounded down)	The TFG-W4 Warrants will be issued at no offering price, (zero THB) at an Exercise Price THB 3.80	Please see Notes below

#### Note :

- 1) The Board of Directors Meeting No. 1/2024 of the Company on February 21, 2024 resolved to propose that the 2024 Annual General Meeting of shareholders to consider and approve the issuance of the Company's warrants to purchase ordinary shares No. 4 (TFG-W4) in the amount of not more than 581,081,852 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings at no offering price, (zero THB) at the ratio of 10 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down), with a term of not more than 3 years from the issuance date, having an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price THB 3.80 (the "**Exercise Price**"). In this regard, the details regarding the issuance of the TFG-W4 Warrants are determined. Please refer to the Summary of the Key Features of Warrants to Purchase Newly-Issued Ordinary Shares No.4 of Thaifoods Group Public Company Limited Issued and allocated to the existing shareholders proportionate to their respective shareholding in **Enclosure 6**.

In this regard, the Company has set the date for determining the names of the shareholders who shall be entitled to receive the TFG-W4 Warrants on May 2, 2024 (Record Date).

### 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-W4 Warrants of each shareholder should be rounded down.

### **3. Schedule of the Shareholders' meeting to approve the capital increase and the allocation of the newly issued shares**

The 2024 Annual General Meeting of Shareholders set the date on April 23, 2024 at 10.00 a.m. through electronic media pursuant to emergency decree on electronic meetings B.E. 2020. The determine the list of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) on March 7, 2024.

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

4.1 The Company is required to register the decrease and increase of registered and paid-up capital and the amendment of its Memorandum of Association with the Department of Business Development, Ministry of Commerce.

4.2 The Company is required to obtain an approval from the Stock Exchange of Thailand for accepting TFG-W4 Warrants to be securities listed in the Stock Exchange Thailand.

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

To prepare for the business expansion, liquidity and use as the Company's working capital

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

The Company will utilize the proceeded fund from the TFG-W4 Warrants conversion into the business expansion and use as the company's working capital. The result of the transaction will help the company to achieving the operational targets.

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

#### **7.1 Dividend policy**

Dividend policy is to pay a total dividend of not less than 50% of net profits after deductions for tax and the legal reserve fund as required by applicable law. In this regard, the payment of dividends depends on the overall operation, financial status, liquidity, business expansion, any future necessities, and other factors related to the Company's operation.

#### **7.2 Shareholder's rights**

The shareholders of the Company who receive the newly issued shares from the exercise of their TFG-W4 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.

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

The effects on the shareholders to be considered in two cases as follows:

Case 1 The existing shareholders exercise the rights to purchase all ordinary shares.

Case 2 Other persons not being shareholders exercise the rights to purchase all ordinary shares (the existing shareholders sell all of their warrants on the Stock Exchange of Thailand).

## 8.1 Control Dilution

Case 1 Control Dilution is equivalent to zero

Case 2 The effects of Control Dilution on the shareholders are as follows:

$$\text{Control Dilution} = Q_w / (Q_o + Q_w)$$

$Q_o$  = Number of the paid up existing ordinary shares which is equivalent to 5,810,818,518 shares as at February 21, 2024, which is the date on which the Board of Directors' Meeting resolved to approve the issuance and offering for sale of the TFG-W4 Warrants.

$Q_w$  = Number of new ordinary shares increased after the exercise of all TFG-W4 Warrants, equivalent to 581,081,852 shares.

$$\begin{aligned} \text{Control Dilution} &= 581,081,852 / (5,810,818,518 + 581,081,852) \\ &= \text{Not exceeding 9.09 percent} \end{aligned}$$

## 8.2 Price Dilution

Price Dilution = (market price before offering for sale – market price after offering for sale) / market price before offering for sale

$$\text{Price Dilution} = (P_o - P_n) / P_o$$

$P_o$  = THB 3.64 per share, which is the weighted average price of the Company's ordinary shares traded during the period of 15 consecutive business days (from January 31, 2024 - February 20, 2024)

$$\begin{aligned} P_n &= (P_o \times Q_o) + (\text{Exercise price of TFG-W4} \times Q_w) / (Q_o + Q_w) \\ &= (3.64 \times 5,810,818,518) + (3.80 \times 581,081,852) / (5,810,818,518 + 581,081,852) \\ &= \text{THB 3.66 per share} \end{aligned}$$

Since  $P_o = P_n$ , the issuance and offering for sale of the TFG-W4 Warrants does not, therefore, cause any price dilution.

## 8.3 Earnings per Share Dilution (EPS Dilution)

The Company does not have operating profit. Therefore, the EPS dilution impact could not be calculated.

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

<b>Procedure</b>	<b>Date/Month/Year</b>
• Board of Directors' Meeting No. 1/2024	February 21, 2024
• The date for determining the names of the shareholders entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date)	March 7, 2024
• The 2024 Annual General Meeting of Shareholders	April 23, 2024
• 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 2024 Annual General Meeting of Shareholders
• The date for determining the shareholders entitled to be allocated the TFG-W4 Warrants (Record Date)	May 2, 2024
• Issuance date of the TFG-W4 Warrants	May 15, 2024 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

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

Signature: *Mr. Winai Teawsomboonkij*

(Mr. Winai Teawsomboonkij)  
Authorized Director

(Company's Seal)

Signature: *Mr. Phet Nantavisai*

(Mr. Phet Nantavisai)  
Authorized Director