



“ทุกมือ จัดเต็มด้วยใจ”

บริษัท ฮอต พอต จำกัด (มหาชน) ทะเบียนเลขที่ 0107554000160

ชั้น 3-4, 6 อาคารธนาภัทร 350 ถนนรามอินทรา แขวงท่าแร้ง เขตบางเขน กรุงเทพฯ 10230
โทรศัพท์ 0-2943-8448 (อัตโนมัติ 12 คู่สาย) โทรสาร 0-2943-8458

3-4, 6 Fl., Thanapat Building, 350 Tarm Inthra, Tha Raeng, Bang Khen, Bangkok 10230 Thailand

Ref HPIR017/2560

August 22, 2017

Subject : Notification of resolution of the Board of Directors' Meeting of the Company, approved the cancellation of the resolution of the Board of Directors' Meeting No. 5/2017 held on June 27, 2017, and approved the allotment of newly issued ordinary shares in amount of 40,600,000 shares to existing shareholders of the Company in proportion to their shareholdings (Right Offering) as approved by the Annual General Meeting of Shareholders for the year 2017 of the Company held on April 27, 2017

Attention : The President
The Stock Exchange of Thailand

Enclosure : Report on issuance and allotment of new shares under a general mandate (F 53-4-1)

We, Hot Pot Public Company Limited (“the Company”) would like to inform the Board of Directors' Meeting No. 5/2017 dated June 27, 2017 passed material resolutions as follows:

1. Approved the cancelation of the resolution of the Board of Directors' Meeting No. 5/2017 held on June 27, 2017 related to the decrease of registered capital, the increase of registered capital, the allotment of newly issued ordinary shares, the waiver from the requirement to make a tender offer for all securities of the Company (Whitewash) and the setting date of the Extraordinary General Meeting of Shareholders No. 1/2017 including the cancelation of the Record Date and the date to collect the names of shareholders who have rights to attend the Extraordinary General Meeting of Shareholders No. 1/2017 and the Record Date and the date to collect the names of shareholders who are entitled to subscribe for newly issued ordinary shares because the preparation of the document has not been completed and have to go through the process which takes time. This will be incompatible with the plans for utilizing proceeds received from the capital increase that the Company's had plan before.
2. Approved the allotment of newly issued ordinary shares under General Mandate in amount of 40,600,000 shares to existing shareholders of the Company in proportion to their shareholdings (Right Offering) as approved by the Annual General Meeting of Shareholders for the year 2017 of the Company held on April 27, 2017. Details of the allotment of newly issued ordinary shares are as follows:



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Offering Price	:	Baht 1.50 per share
Ratio	:	10 existing ordinary share to 1 newly issued ordinary share Therefore, the existing shareholders can subscribe the newly issued ordinary share in proportion of each shareholder holding with the ratio mentioned above. The shareholders may oversubscribe for newly issued ordinary shares in excess of their existing shareholding.
Subscription date and payment of newly issued ordinary shares	:	October 2 – 6, 2017
Allotment of newly issued ordinary shares	:	(a) In case the remaining unsubscribed shares are less than the shares expressed to be subscribed by existing shareholders, they shall be allocated to each existing shareholder, who intends to subscribe additional shares exceeding their rights. The allocation for each shareholder is equal to the proportion of the ordinary shares of the existing shareholders who intend to subscribe additional shares exceeding their rights. In this regards, the above allocation procedure shall be repeated until there is no remain unallocated right. Within 14 days from the last day of the subscription period, the Company shall refund the subscription amount for the ordinary shares that have not been additionally allocated to the existing shareholders as mentioned above without interest. (b) In case the numbers of remaining unsubscribed shares are greater than the shares expressed to be subscribed by existing shareholders, they shall be allocated to all existing shareholders who intend to subscribe for additional shares exceeding their rights and have fully paid the subscription amount.



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	<p>The allocation of oversubscribed newly issued ordinary shares as per the details (a) and (b) above in any case shall not enable any oversubscription shareholders to hold the Company's shares in an increasing nature reaching or crossing the point where a tender offer must be made, as prescribed in the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign limit as specified in the Company's Articles of Association, which currently allows foreigners to hold no more than 49 percent of all issued shares of the Company.</p>
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The Board of Directors will determine the shareholders, who are entitled to have right to offer the newly issued ordinary shares (Record Date) on September 6, 2017, and the date to collect the names of shareholders pursuant to Section 225 of the Securities and Exchange Commission B.E.2535 (1992) (including the additional amendment) by closing the registration book on September 7, 2017.

Please be informed accordingly.

Sincerely yours,

(Mr. Sompon Roekwibunsi)

Chief Executive Officer

Authorized to sign on behalf of the Company



(F 53-4-1)

Report on issuance and allotment of new shares under a general mandate

Hot Pot Public Company Limited

August 22, 2017

We, Hot Pot Public Company Limited hereby report of the resolution of the Board of Directors no. 7/2017, held on August 22, 2017 at 16.00 p.m. respect of a share allotment under a general mandate as follows:

1. Number of newly issued ordinary shares under a general mandate that has been previously issued before this allocation:

The meeting of the Annual General Meeting of Shareholders for the year 2017, held on April 27, 2017 has passed a resolution approving the capital increase under a general mandate as follows:-

The meeting of the board of directors no._____, held on _____ has passed a resolution approving the allotment of capital increase under a general mandate no._____ which results for the allocation of share outstanding as follows:-

Allotted to	Type of share	Number (shares)	Note
Existing Shareholders	Ordinary	40,600,000	Equal to 10% of paid-up capital
	Preferred	.....	.....
For supporting the exercise of Transferable Subscription Rights	Ordinary	.....	.....
	Preferred	.....	.....
General Public	Ordinary	.....	.....
	Preferred	.....	.....
Specific Persons	Ordinary	40,600,000	Equal to 10% of paid-up capital
	Preferred	.....	.....

2. Issuance and allotment of newly issued ordinary shares under a general mandate:

2.1 The details of issuance and allotment are as follows:-

Allotted to	Type of share	Number (shares)	Ratio (old : new)	Sale price (Baht/share)	Subscription and payment period	Note
Existing shareholders	Ordinary	40,600,000	10 : 1	1.50	October 2 – 6, 2017	Equal to 10% of paid-up capital
	Preferred	.....	.....	.....	.....	Equal to 10% of paid-up capital
To supporting the exercise of transferable subscription rights	Ordinary	.....	.....	.....	.....	.....
	Preferred	.....	.....	.....	.....	.....
General public	Ordinary	.....	.....	.....	.....	.....
	Preferred	.....	.....	.....	.....	.....
Specific persons (specify).....	Ordinary	.....	.....	.....	.....	.....
	Preferred	.....	.....	.....	.....	.....

- The date to determine the names of the shareholders who are entitled to have right to offer the newly issued ordinary shares (Record Date) on September 6, 2017, and the date to collect the names of shareholders pursuant to Section 225 of the Securities and Exchange Commission B.E. 2535 (1992) (including the additional amendment) by closing the registration book on September 7, 2017.

2.2 The Company's plan in case where there is a fraction of shares remaining

- Disregarded -

3. Remaining of newly issued ordinary shares under a general mandate:

Allotted to	Type of share	Number (shares)	Note
Existing shareholders	Ordinary-.....-.....
	Preferred



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To supporting the exercise of transferable subscription rights	
General public	Ordinary
	Preferred	.....	.....
Private Placement	Ordinary	40,600,000	Equal to 10% of paid-up capital
	Preferred	.....	.....

- Due date for allocation new shares under a general mandate is on April 26, 2018 or the date that the Company will have the Annual General Meeting of Shareholders for the year 2018, whichever comes first.

4. Schedule of the share register to right the capital allotment

- The share register will be closed for share transfer in order to determine the right to share-purchase the capital increase from _____.
- To determine the names of the shareholders who are entitled to have right to offer the newly issued ordinary shares (Record Date) on September 6, 2017, and the date to collect the names of shareholders pursuant to Section 225 of the Securities and Exchange Commission B.E.2535 (1992) (including the additional amendment) by closing the registration book on September 7, 2017 (The business day following the record date for the right to subscribe)

5. The Progress of the capital increase/share allotment by relevant governmental agency and conditions thereto

- None -

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

The proceeds received from the capital increase to the existing shareholders in proportion to the number of shares held by each shareholder (Right Offering) approximately of Baht 60.90 million will be used as working capital to support the Company's operations within year 2017.

7. Benefits which the Company will receive from the capital increase/share allotment:

- 7.1 To reduce financial cost which help the Company to perform its operation better in the future.
- 7.2 To enhance the Company's liquidity and use as working capital in its business.
- 7.3 To increase shareholders' equity of the Company and to reduce risks of delisting from the Market for Alternative Investment (MAI) if the shareholders' equity is less than zero. Therefore, as of June 30, 2017 the remaining of the shareholders' equity of the Company equal to Baht 24.21 million.



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8. Benefits which the shareholders will receive from the capital increase/share allotment:

8.1 Policy of Paying Dividend

The Company has dividend policy to pay to shareholders at the rate at least 40% of the net profit after deduction of corporate income tax and reserve fund amounts as stipulated by law.

8.2 Rights in Dividend for Subscribers of Capital Increase

Subscribers in capital increase ordinary shares in this occasion are entitled to receive dividend from operation effecting from the day of registration to become shareholders of the Company. **The Company will pay dividend when the Company has not deficit and will be as the dividend policy of the Company.**

8.3 Reduce risks of delisting from the Market for Alternative Investment (MAI).

8.4 As of June 30, 2017, the book value of the Company was Baht 0.06 per share. The capital increase to the existing shareholders in proportion to their shareholdings (Right Offering) in this time at the offering price of Baht 1.50 per share, which make the book value of the Company increase to Baht 0.19 per share.

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

- None -

10. Schedule of action regarding the issuance and allotment the new shares under the general mandate:

No.	Procedures of the capital increase	Date/Month/Year
1	The date of the Board of Directors' Meeting that approved the allotment of newly issued ordinary shares to existing shareholders of the Company in proportion to their shareholdings (Right Offering) including the determination of the offering price and the offering date	22 August 2017
2	Report the Board of Directors' Meeting resolution to the Stock Exchange of Thailand	22 August 2017
3	The date of determining the names of shareholders (Record Date) who shall have the right to subscribe newly issued ordinary shares (Right Offering)	6 September 2017
4	The date to collect the names of shareholders pursuant to Section 225 of the Securities and Exchange Commission B.E.2535 (1992) (including the additional amendment) by closing the registration book to have right	7 September 2017



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	to subscribe newly issued ordinary shares (Right Offering)	
5	The subscription and payment period for the purchase of the newly issued ordinary shares (Right Offering)	2 - 6 October 2017
6	Registration of paid-up capital with the Department of Business Development, Ministry of Commerce	Within 14 days from the end of the date of the subscription period

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

Signed

Authorized director

(Mr. Sompon Roekwibunsi)

Chief Executive Officer

(To be signed by the directors who are authorized to sign on behalf of the Company, with the Company's seal affixed)

Signed

Authorized director

(Mr. Chotiwit Taechaubol)

Deputy Chief Executive Officer

