



"ทุกมือ จัดเต็มด้วยใจ"

## บริษัท ฮอท พอต จำกัด (มหาชน)

เลขประจำตัวผู้เสียภาษี 0107554000160

เลขที่ 18 ซอยสาทร 11 แยก 9 อาคารทีเอฟดี แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120 โทรศัพท์ 0-2286-9959 โทรสาร 0-2286-9960

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(Translation)

Ref. HPIR 018/2560

October 30, 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. 8/2017 held on October 24, 2017, and approved the allotment of newly issued ordinary shares under General Mandate in amount of 40,600,000 shares to specific persons (Private Placement) 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. 9/2017 dated October 30, 2017 passed material resolutions as follows:

1. Approved the cancelation of the resolution of the Board of Directors' Meeting No. 8/2017 held on October 24, 2017 related to the allotment of newly issued ordinary shares under General Mandate in amount of 40,600,000 shares to specific persons (Private Placement) because the Company had not yet complied with the Notification of the Capital Market Supervisory Board no. TorChor 72/2558 re: Permission for Listed Companies to Offer Newly-Issued Shares to Private Placement ("the Notification") before offering newly issued shares to Private Placement, thus, the Company could not offer newly issued shares to Private Placement on 25 October 2017 and 27 October 2017.

Moreover, on October 27, 2017 the Company has complied with the Notification and has been approved as general permission by the Securities and Exchange Commission.

2. Approved the allotment of newly issued ordinary shares amount of 40,600,000 shares to the specific persons (details of the specific persons in subject (2) below) which are not connected person to the Company, in the price of Baht 1.70 per share which is not lower than the weighted average price of the shares in the stock exchange of Thailand ("SET") for 7 consecutive trading days before the date that specify

the price (between October 17 – 27, 2017 ) which is equal to Baht 1.699 per share, and the meeting has also specified the offer and payment period of newly issued ordinary shares to be on October 31, 2017 and November 1, 2017.

Therefore, the allotment of newly issued ordinary shares to specific persons (Private Placement) as mention above according to the Company was approved by the resolution of the 2017 Annual General Meeting of Shareholders held on April 27, 2017 to allocate the newly issued ordinary shares under General Mandate in the amount of 40,600,000 shares to specific persons (Private Placement). The offering price shall not be lower than the market price pursuant to the Notification of the Capital Market Supervisory Board no. TorChor 72/2558 re: Permission for Listed Companies to Coffer Newly-Issued Shares to Private Placement, which the offering price shall not be below weighted average of the Company's share prices traded in the Stock Exchange of Thailand for not less than 7 consecutive business days but not exceeding 15 consecutive business days. In addition, the investor(s) who will be allocated for newly issued ordinary shares shall not be a connected person(s) under the Notification of the Capital Market Supervisory Board concerning rules on connected transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding disclosure of information and operations of listed companies involving related transactions B.E. 2546. Therefore, the Board of Directors shall be authorized to be empowered to specify best offer price concerning the market status in the period that offer the shares to the specific persons.

The allotment of newly issued ordinary shares to specific persons has details as follows:

**(1) The Rationale and Necessity of Allotting Newly Ordinary Shares via Private Placement**

**1.1 The Investor Selection Criteria**

The Company considers specific persons from persons who want to invest long-term in the Company's stock, have capital potential to support including promote of the Company's operations and to be beneficial for the Company to expand its business in the future.

**1.2 The Price Determination Criteria**

The offering price was set in accordance with the resolution of the 2017 Annual General Meeting of shareholders held on April 27, 2017, which specified that the offering price shall not be lower than the market price pursuant to the Notification of the Capital Market Supervisory Board no. TorChor 72/2558 and shall not lower than one of the following price:

(a) The price that is not less than the weighted average of share price in the SET of not less than the past consecutive 7 working days but not more than 15 consecutive working days prior to the date to determine the offering price ("Market Price") with the price discount of not more than 10%. The share prices used for weighted average must be the daily average share price on each day. In addition, the

date to determine the offering price shall not be more than three working days prior to the first offering date to the investors.

(b) The price set by the book building process by the securities company.

(c) Should the price according to (a) does not reflect the true value and there has causes that cannot set the price according to (b), the board of director may use the fair value appraised by the financial advisors in the approved list of the Securities and Exchange Commission, Thailand (“SEC”) instead.

In order for compliance with the Notification of the Stock Exchange of Thailand Re : Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E.2558, the Company then requires to explain the details of market price for 7 consecutive trading days prior to the first date of offering of such capital increase ordinary shares between October 17 - 27, 2017 as follows :

No.	Date	Total Volume (Shares)	Total Value (Baht)
1	October 17, 2017	708,301	1,181,400
2	October 18, 2017	4,171,500	7,087,570
3	October 19, 2017	1,000,800	1,672,420
4	October 20, 2017	281,900	469,910
5	October 24, 2017	4,282,700	7,343,270
6	October 25, 2017	789,300	1,337,240
7	October 27, 2017	1,094,697	1,861,270
Weighted average 7 business days price (THB/share)			1.699
90% of weighted average 7 business days price (THB/share)			1.529

Reference : [www.set.or.th](http://www.set.or.th)

The above of offering price of capital increase ordinary shares at the price of 1.70 Baht per share which is not lower than the weighted average price of the shares in the stock exchange of Thailand (“SET”) for 7 consecutive trading days before the date that specify the price (between October 17 - 27, 2017) which is equal to Baht 1.699 per share, in accordance with the criteria approved by the resolution of the 2017 Annual General Meeting of Shareholders held on April 27, 2017 and when compared to the 90% of weighted average 7 business days price at Baht 1.529 per share, thus the above of offering price of capital increase ordinary shares at the price of 1.70 Baht per share is not considered as the offer for sales of newly-issued shares at the price lower than the market price according to the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015). Therefore, such newly-issued shares are not subject to the silent period.

(2) Information of the Specific Persons

Name : Mr. Tseng, Kuo-Chan  
Nationality : Taiwanese citizenship  
Age : 56 years  
Number of shares allocated : 40,600,000 shares (or 8.33% of the total issued and paid-up shares of the Company after the capital increase and the allotment of newly issued ordinary shares to Specific Persons in amount of total 487,200,000 shares)  
Occupation : Businessman (Taiwan) Real estate business  
Address : No. 103, Zhengyi Road, Rende District, Tainan City 717, Taiwan  
Relationship to the Company : Not a connected person and no relationship with the Company  
Shareholding in the Company before being allocated : Not holding ordinary shares in the company prior to this allocation

(3) The Impact from the Private Placement

3.1 The Impacts on the Company's Management Structure, Directors, or Business Operation

Not going to be director or engage in the management of the Company.

3.2 Dilution Effect

Dilution effect to existing shareholders which may occur from the offering of newly issued ordinary shares to investors in private placement are as follows:

(a) Control Dilution

$$\begin{aligned} &= \frac{\text{Shares offering to PP}}{(\text{Paid-up shares} + \text{Shares offering to PP})} \\ &= \frac{40,600,000}{(446,600,000 + 40,600,000)} \\ &= 8.33\% \end{aligned}$$

Therefore, the private placement will reduce the voting rights of shareholders by 8.33%.

(b) Earnings Per Share Dilution

$$= \frac{\text{Earnings Per Share before offering} - \text{Earnings Per Share after offering}}{\text{Earnings Per Share before offering}}$$

By which

$$\text{Earnings Per Share before offering} = \text{Net Profits} / \text{Total issued shares before offering}$$

$$\text{Earnings Per Share after offering} = \text{Net Profits} / \text{Total issued shares after offering}$$

This offering has no effect on EPS dilution due to the Company has net loss.

(c) Price Dilution

$$= \frac{(\text{Market price before offering}^{**} - \text{Market price after offering}^*)}{\text{Market price before offering}}$$

By which

\* Market price before offering = The weighted average price of the Company's shares traded in the Stock Exchange of Thailand 7 consecutive trading days prior to the Board of Directors meeting of the Company No. 9/2017 held on October 30, 2017 which calculate between October 17-27, 2017, that equal to Baht 1.699 per share.

\*\* Market price after offering

$$= \frac{(\text{Market price} \times \text{Paid-up shares}) + (\text{PP price} \times \text{Shares offering to PP})}{(\text{Paid-up shares} + \text{Shares offering to PP})}$$

$$= \frac{(1.699 \times 406,000,000) + (1.70 \times 40,600,000)}{(406,000,000 + 40,600,000)}$$

$$= \text{Baht 1.699 per share}$$

$$= \frac{(1.699 - 1.699)}{1.699}$$

$$= 0.00\%$$

3.3 None of the investors subscribing for the shares offered via private placement is required to make a tender offer.

In order for compliance with the Notification of the Stock Exchange of Thailand Re : Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558, the Company then requires to explain the details of market price for 7 consecutive trading days prior to the first date of offering of such capital increase ordinary shares between October 17 - 27, 2017 as follows :

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#### (4) The Opinion of the Board of Directors and Audit Committee on the Private Placement

##### 4.1 Reason and necessity of capital increase via Private Placement

The Board of Directors had the opinion that the capital increase and the allotment of the newly issued ordinary shares to private placement will expand the Company's capital base. This will

strengthen the financial stability and the financial liquidity of the Company. Moreover, the Company can bring proceeds from the business expansion of the Company in the future. This will reward the Company and shareholders in the long run.

4.2 The appropriate of the offering price and the source of the price specification

As the allotting of newly issued ordinary shares to the specific persons under private placement is not considered as connected transaction, the Board of Directors did not consider the transaction need to be treated according to regulations concerning connected transaction. Moreover, the offering price was set in accordance with the resolution of the Annual General Meeting of Shareholders for the year 2017 of the Company held on April 27, 2017, which specified that the offering price shall be set at the best market price in accordance with the market condition during the offering period to the specific persons under private placement which shall not lower than each one of the price in subject 1.2.

4.3 The benefit that the Company shall receive according to and the allotment of the newly issued ordinary shares to private placement.

The Company need capital to back up its business expansion in the future which to help strengthen the financial liquidity of the Company to be stronger and more stable. As a result, the Company has the ability to generate revenue and profit in the future.

4.4 Certification from the Board of Directors regarding the Consideration and Investigation of the Private Placement Investors' Information

The Board of Directors certifies that from the consideration and examination of information of Mr. Tseng, Kuo-Chan, the Board of Directors has proceeded with discretion and considers that Mr. Tseng, Kuo-Chan are qualified for investing in the newly issued ordinary shares of the Company and being a real estate expert who will help the Company determine the location of its branch to expand or improve in the future and to be in a good and appropriate location.

4.5 Warranty of the Company's Board of Directors regarding the capital increase

The Board of Directors certifies that the Board of Directors has performed its duties with honesty, and has carefully preserved the benefits of the Company in relation to the capital increase. However, if the performance causes damage to the Company, the shareholders can file a lawsuit to claim damages from such director on behalf of the Company under Section 85 of the Public Limited Company Act, B.E. 2535 (1992) (as amended). In addition, if this performance causes a director or his or her related persons to obtain undue benefits, the shareholders shall be entitled to file a lawsuit to claim the benefit from that director on behalf of the Company under Section 89/18 of the Securities and Exchange Act, B.E. B.E. 2535 (1992) (as amended).

**(5) Other Conditions or Agreements with the Specific Persons**

- None -

(6) Shareholding Structure before/after the Allocation of Shares the Specific Persons under Private Placement

No.	Name of shareholders	Before allocate to RO and PP as of the latest book closing date of September 7, 2017		After allocate to RO (Before allocate to PP)		After allocate to PP	
		No. of shares	%	No. of shares	%	No. of shares	%
1.	The Group of Mr. Sompon Roekwibunsi	120,877,800	29.77	136,732,300	30.62	136,732,300	28.06
	1.1 Mr. Sompon Roekwibunsi	112,332,800	27.66	127,332,800	28.51	127,332,800	26.14
	1.2 Mrs. Sakuna Baicharoen	6,285,000	1.55	6,913,500	1.55	6,913,500	1.42
	1.3 Miss Unthika Roekwibunsi	2,260,000	0.56	2,486,000	0.56	2,486,000	0.51
2.	Mr. Apichai Taechaubol	99,471,500	24.50	109,418,650	24.50	109,418,650	22.46
3.	Mr. Thaveechat Jurangkool	80,230,300	19.76	88,253,300	19.76	88,253,300	18.11
<b>4.</b>	<b>Mr. Tseng, Kuo-Chan</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>40,600,000</b>	<b>8.33</b>
5.	Mr. Prasong Udopakayakul	4,380,000	1.08	4,380,000	0.98	4,380,000	0.90
6.	Mrs. Siriwan Yotsakda	3,610,000	0.89	3,971,000	0.89	3,971,000	0.82
7.	Mrs. Uthaiwan Saeweeekul	3,160,000	0.78	3,476,000	0.78	3,476,000	0.71
8.	Mrs. Jarunee Chinwongvorakul	2,315,100	0.57	2,315,100	0.52	2,315,100	0.48
9.	APF 2011 Company Limited	2,100,000	0.52	2,310,000	0.52	2,310,000	0.47
10.	HSBC BANK PLC-PBGB OMNIBUS ACCOUNT	2,000,000	0.49	2,200,000	0.49	2,200,000	0.45
11.	Other minor shareholders	87,855,300	21.64	93,543,650	20.95	93,543,650	19.20
	<b>Total</b>	<b>406,000,000</b>	<b>100.00</b>	<b>446,600,000</b>	<b>100.00</b>	<b>487,200,000</b>	<b>100.00</b>

Remarks: Shareholders whose names are presented here in Bold are investors subscribing for the shares offered via private placement.

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**  
**October 30, 2017**

We, Hot Pot Public Company Limited hereby report of the resolution of the Board of Directors No. 9/2017, held on October 30, 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 shareholders .\_\_\_\_\_, held on \_\_\_\_\_ has passed a resolution approving the capital increase under a general mandate as follows:-

The meeting of the board of directors no.7/2017, held on August 22, 2017 has passed a resolution approving the allotment of capital increase under a general mandate no.1 which results for the allocation of share outstanding as follows:-

Allotted to	Type of share	Number (shares)	Note
Private Placement	Ordinary Preferred	40,600,000 .....	Equal to 10% of paid-up capital .....

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	.....	.....	.....	.....	.....
To supporting the exercise of transferable subscription rights	Preferred	.....	.....	.....	.....	.....
General public	Ordinary	.....	.....	.....	.....	.....
	Preferred	.....	.....	.....	.....	.....
Specific persons (specify).....	Ordinary	40,600,000	-	1.70	October 31, 2017 and November 1, 2017	Equal to 10% of paid-up capital
	Preferred	.....	.....	.....	.....	.....

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	.....	.....
To supporting the exercise of transferable subscription rights		.....	.....
General public	Ordinary	.....	.....
	Preferred	.....	.....
Private Placement	Ordinary	.....-.....	.....-.....
	Preferred	.....	.....

- Due date for allocation new shares under a general mandate are 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 \_\_\_\_.
- The share register will be recorded for share transfer in order to determine the right to share-purchase the capital increase on \_\_\_\_\_. Also, \_\_ (one business day after record date) \_\_\_\_\_ will be the book-closing date on which the shareholder list as specified in section 225 of the Security Act shall be complied.

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 specific persons under Private Placement approximately of Baht 69.02 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.
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 Company has a shareholders' equity of Baht 24.21 million, when adjusted for the capital increase from the offering to the existing shareholders (Right Offering) on October 2 - 6, 2017 for 40.60 million shares at the offering price of Baht 1.50 per share, totaling received from the capital increase to the existing shareholders of Baht 60.90 million, resulting in a book value of Baht 0.19 per share. The capital increase to the specific persons under Private Placement in this time at the offering price of Baht 1.70 per share, which make the book value of the Company increase to Baht 0.32 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 the specific persons under Private Placement including the determination of the offering price and the offering date	October 30, 2017
2	Report the Board of Directors' Meeting resolution to the Stock Exchange of Thailand	October 30, 2017

No.	Procedures of the capital increase	Date/Month/Year
3	The subscription and payment period for the purchase of the newly issued ordinary shares (Private Placement)	October 31, 2017 and November 1, 2017
4	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

