

**NOTICE OF THE ALLOTMENT OF
ISSUED ORDINARY SHARES**

of



Thai Factory Development Public Company Limited

**The subscription period will be during 13 – 16 December 2016
and 19 December 2016**

Prepared by
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บริษัท ไทยพัฒนาโรงงานอุตสาหกรรม จำกัด (มหาชน)
THAI FACTORY DEVELOPMENT PUBLIC COMPANY LIMITED

Ref. AIT. / 16 – 829

December 1, 2016

Subject: Notification of Rights to Subscribe for Issued Ordinary Shares of Thai Factory Development Public Company Limited

To: Shareholders of Thai Factory Development Public Company Limited

- Enclosures:
1. Information memorandum of the allotment of issued ordinary shares of Thai Factory Development Public Company Limited
 2. Subscription form for issued ordinary shares of Thai Factory Development Public Company Limited
 3. Certificate of rights to subscribe for issued ordinary shares issued by the Thailand Securities Depository Co., Ltd.
 4. Bill Payment Pay-in Slip "KT ZMICO Securities Co., Ltd. For Share Subscription"
 5. Additional subscription documents only for subscribers who wish to deposit the securities into the issuer account
 6. Entity Status Certification and Information Disclosure Consent Form under FATCA
 7. Map to the venue for subscription

Regards to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2016 of Thai Factory Development Public Company Limited (the "Company"), held on 27 June 2016 that approved the Company to increase registered capital of the Company from Baht 1,283,501,405 to Baht 2,096,335,206 by issuing 812,833,801 newly ordinary shares with par value of Baht 1 per share, to reserve for the exercise of TFD-W4 amount not exceeding 427,833,801 shares and offer to existing shareholders under General Mandate type amount not exceeding 385,000,000 shares and the Board of Directors were authorized the allotment and issuance of newly ordinary shares to existing shareholders.

The Board of Directors Meeting No. 10/2016 held on 5 October 2016, had approved the allotment of newly ordinary shares in an amount not exceeding 385,000,000 shares to be offered to existing shareholders of the Company in proportion of shareholding (Right Offering) whose names appear on the date for determining the list of shareholders of the Company who are entitled to the allocation of the new ordinary shares (Record Date) on 23 November 2016 and collecting the list of shareholders in accordance with Section 225 of the Stock Exchange and Securities Act B.E.2535 (including any amendment thereto) by closing the share register book on 24 November 2016 at the ratio of 3.34 existing ordinary share to 1 newly ordinary share. The offering price is Baht 2.00 per share. The subscription and payment period for the purchase of the newly ordinary shares will be during 13 - 16 December 2016 and 19 December 2016 at 9.00 a.m. - 16.00 p.m. In case there is remaining unsubscribed newly ordinary shares from the subscription by the existing shareholders on a prorata basis or any remaining shares for any reasons, the existing shareholders shall be entitled to subscribe for the additional shares exceeding their rights at the same offer price of Right Offering. **(Shareholders shall subscribe more than their rights)** Whereby Executive Chairman and/or Managing Director and/or the person(s) who is authorized by Executive Chairman and/or Managing Director shall be authorized to consider the allocation of the remaining unsubscribed shares to the existing shareholders who intend to subscribe and purchase the additional shares exceeding their rights according to the below conditions:



- (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, which deems appropriate by Executive Chairman and/or Managing Director and/or the person(s) who is authorized by Executive Chairman and/or Managing Director. 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.

In any case the allocation of oversubscribed newly ordinary shares shall not enable any oversubscription as a result, the shareholder(s) 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 38 percent of all issued shares of the Company.

In the case of newly ordinary shares remaining from the allotment to the existing shareholders of the Company at this time, the Company will continue to allocate newly ordinary shares to the existing shareholders of the Company in the next time.

The Company would like to inform your rights to subscribe for the Company's newly ordinary shares as indicated in the Certificate of rights to subscribe for newly issued ordinary shares (Enclosure 3) and the Company have been determined details of the issuing and offering as well as the allocation of newly ordinary shares into the information memorandum of the allotment of newly ordinary shares (Enclosure 1).

If you have any questions regarding the subscription of newly ordinary shares, please contact to KT ZMICO Securities Co Ltd, (the "Subscription Agent of the newly-issued ordinary shares") Floor 15, Liberty Square Building, 287 Silom Road, Bangrak District, Bangkok 10500 Tel. 0-2695-5043, 0-2695-5036 (Khun Anothai Sarungkankulkij/Khun Rawiwan Thongsing)

Please be informed accordingly.

Yours Faithfully,

(Mrs. Siriporn Pinprayong)
Company Secretary