

Notification of the Allotment and Subscription
Documents for Newly Issued Ordinary Shares

S. Khonkaen Foods Public Company Limited

Information on the Allotment of Newly Issued Ordinary Shares

1. Name and address of Listed Company

Name: S. Khonkaen Foods Public Company Limited

Address: 259/13 Soi Pridi Banomyong 13, Sukhumvit 71 Rd., Vadhana, Bangkok 10110

2. Date and Number of the Board of Directors' Meeting and the Meeting of the Shareholders Approving the Allotment of the Newly Issued Ordinary Shares

The Board of Directors' Meeting: No. 1/2016 held on 25 February 2016

The General Meeting of the Shareholders: No. 22 held on 28 April 2016

3. Details of the Allotment of the Newly Issued Ordinary Shares

Increase of The Registered Capital : Increase of the registered capital of the company up to Baht 80,850,000 by issuing up to 8,085,000 new ordinary shares with the par value of Baht 10 sold in the Right Offering

New Registered Capital : Baht 323,400,000 divided into 32,340,000 ordinary shares at a par value of Baht 10 per share

Paid-up Capital : Baht 242,550,000 divided into 24,255,000 ordinary shares at a par value of Baht 10 per share

Subscription Ratio : 3 existing ordinary shares to 1 new ordinary share

Offering Price per share : Baht 10 per share

Subscription and Payment Period : from 3 June 2016 to 9 June 2016

Subscription Agent : Bualuang Securities Public Company Limited

Other Allotment information : In case there is any share remaining unsubscribed by the existing shareholders, the Chairman of Board of Directors has authorized to allot the remaining unsubscribed shares to those existing shareholders who wish to oversubscribe their right according to the ratio of shares held by them at the same price. In case the newly issued ordinary shares are less than the number of shares booked by the existing shareholders who oversubscribe their rights. The allotment of increased ordinary shares will be further allocated to each individual shareholder according to the ratio of shares currently held by them. In case there is still remaining shares left after the complete subscription of the original shareholders of the

company, those remaining shares will be allotted to specific persons (Private Placement) at the price not less than those allotted to existing shareholders and at the price not less than 90% of the average market price based on the market price calculated on the closing date retroactive not less than 7 working days consecutively but not more than 15 working days before the selling price to be fixed. In addition, the company will not offer newly issued ordinary share to related parties

Subscription manual to subscribe for newly issued ordinary shares

1. Subscription period and payment date for the newly issued ordinary shares

During 9.00 – 16.00 hours from 3 June 2016 to 9 June 2016 (business days only, 5 days total)

2. Subscription Location

The subscriber shall submit the required documents and the subscription payment for RO subscription of newly issued ordinary shares of the Company at Bualuang Securities Public Company Limited, the subscription agent for RO subscription of the Company's newly issued ordinary shares ("Subscription Agent"). The Company or Bualuang Securities Public Company Limited reserves the right to change the subscription method as appropriate, during the period from 3 June 2016 to 9 June 2016 (business days only) from 9.00 – 16.00 hours at the following location:

Bualuang Securities Public Company Limited

191 Silom Complex Building, 29th Floor

Silom Road, Silom Sub-district, Bangrak District, Bangkok 10500

Mrs. Thanamas pungpoo, Ms. Benjawan Phasuk or Ms.Konkanok Sitthiloedprasit

Tel: 0-2618-1141 to 1143

Fax: +66-2618-1120

Subscription of Newly Issued Ordinary Shares of the Company through postal mail or at any branch of commercial banks is refrained.

3. Subscription and payment procedures of newly issued ordinary shares

* If the subscription is made on 3 – 7 June 2016 during 9.00 – 16.00 hours, the subscriber can make payment of the subscription amount by

- (1) The bill payment of Bangkok Bank Public Company Limited by using the Bill payment form attached in this package (Attachment). The subscriber can make payment at counter at any Bangkok Bank branch. In case the payment is made by cheque, draft or cashier's cheque, the date must be no later than 7 June 2016 and must be able to be collected by the Clearing House located in Bangkok within the next business day or
- (2) The transfer of money or Automatic Transfer System (ATS) to the bank account. The transfer of money via ATS can be completed only if the subscriber has opened trading account with Bualuang Securities Public Company Limited and send request to transfer via ATS, and the payment via ATS is effective before the subscription date or

(3) The deduction of cash from trading account with Bualuang Securities Public Company Limited only.

*** If the subscription is made on 8 – 9 June 2016 during 9.00 – 16.00 hours, the subscriber can make payment cash of the subscription amount by**

- (1) The bill payment of Bangkok Bank Public Company Limited by using the Bill payment form attached in this package (Attachment). The subscriber can make payment at counter at any Bangkok Bank branch or
- (2) The transfer of money or Automatic Transfer System (ATS) to the bank account. The transfer of money via ATS can be completed only if the subscriber has opened trading account with Bualuang Securities Public Company Limited and send request to transfer via ATS, and the payment via ATS is effective before the subscription date or
- (3) The deduction of cash from trading account with Bualuang Securities Public Company Limited only.

The subscriber must not make payment or issue cheque before the RO subscription period.

The subscriber makes payment at bank must submit bill payment slip and subscription documents to Subscription Agent at Bualuang Securities Public Company Limited as stated in 2.

Transaction fee for Bill payment will not be charged for the subscriber.

4. Required Documents for Subscription

- 4.1 Subscription form for the newly issued ordinary shares, on which details are fully provided and the signature affixed.
The Company will deliver the RO subscription form for the newly issued ordinary shares to all existing shareholders in accordance with the date of determining the names of shareholders who are entitled to subscribe to and be allocated with newly issued ordinary shares (Record Date) on 12 May 2016 and the date to gather the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closure of the share register book and suspension of share transfer on 13 May 2016. In addition, the shareholders may also obtain the subscription form for the newly issued ordinary shares at Bualuang Securities Public Company Limited.
- 4.2 Certificate for the subscription right of the Newly Issued Ordinary Shares issued by Thailand Securities Depository Company Limited (“TSD”)
- 4.3 Cheque / Draft / Cashier’s Cheque (also known as “bank cheque”) must be use the specific Bill Payment form pay to the bank account. On the back of the cheque, draft, cashier’s cheque, or pay-in slip, the subscriber is requested to write the name and surname of the subscriber along with his/her contact number.
- 4.4 In the case that the shareholder does not attach the Certificate for RO subscription of the newly issued ordinary shares of the Company according to Clause 4.2 and/or in the case that the shareholder name/surname are different from those names in accordance with the date of determining the names of shareholders who are entitled to subscribe to and be allocated with newly issued ordinary shares of the Company (Record Date) on 12 May 2016 and that the date of gathering of the name of shareholders under Section 225 of the Securities and Exchange Act B.E.2535 (as amended) by closing the share register book and suspension of share transfer on 13 May 2016 or appear on the

Certificate for RO subscription of the newly issued ordinary shares of the Company, he/she shall attach the evidence issued by government authority, for example, letter of certificate, marriage certificate, divorce certificate, certificate for change of name/surname, etc. The subscriber shall attach the following documents:

(1) In the case of Thai individual

A certified true copy of identification card or government official identification card that has not expired or a certified true copy the first page and the page with identification numbers of house registration certificate

(2) In the case of foreign individual

A copy of alien card or passport that has not expired, being certified true copy

(3) In the case of Thai juristic person

- (a) A copy of affidavit issued by the Ministry of Commerce no longer than 6 months prior to the subscription period, certified by authorized person and affixed with the company's seal (if any); and
- (b) A certified true copy of identification card, alien card, or passport that has not expired (depend on each case) of the authorized person who certifies true copy on the document

(4) In the case of foreign juristic person

- (a) Copies of documents evidencing its incorporation, Memorandum of Association and/or the affidavit of the juristic person issued no longer than 6 months prior to the subscription period, being certified true copies by the authorized person of the juristic person and affixed with the company's seal (if any); and
- (b) A copy of passport that has not expired of the authorized person who certifies true copy on the documents specified in item above being certified true copy

All documents must be certified by the Notary Public or any other authorized organization of the country in which the documents are issued or certified, and the signature and seal of the Notary Public or any other authorized organization shall be certified by an official of the Thai Embassy or Consulate in the country in which the documents are prepared or certified, all of which must be not exceeding 6 months prior to the subscription period.

In case of appointing a custodian as an authorized person(s), there shall be a power of attorney for the custodian. The subscription form and all required documents for subscription will then be signed by the custodian attaching together with the custodian's specimen signature(s) (depend on each case) and affixed with the company's seal (if any).

4.5 Power of attorney affixed with THB 30 stamp duty (in case of authorizing an attorney to act on his/her behalf) together with a copy of identification card of the subscriber and the attorney, being certified true copies.

In the case of the shareholder who subscribes for newly issued ordinary shares of the Company has incompletely or unclearly submitted the above required documents for subscription, the Company or Bualuang Securities Public Company Limited is entitled to treat that such shareholder has given up the right to subscribe newly issued ordinary shares of the Company.

In addition, the Company and Bualuang Securities Public Company Limited reserve the rights not to deliver the offering documents and/or to allocate the newly issued shares to any subscriber if such delivery and/or allocation will be, or cause them to be, in violation of any laws, regulations or rules of a foreign country, or if such delivery and/or allocation will cause them to take any other steps or actions other than those necessary under Thai laws and regulations concerning the issuance and offering of securities.

5. Terms and Conditions of Subscription

- 5.1 In the case that the shareholder subscribes for the newly issued ordinary shares pursuant to his/her right, more than his/her right, or less than his/her right, the shareholder who expresses such an intention to subscribe the newly issued ordinary shares pursuant to his/her right with round down or less than his/her right will receive the allocation of all newly issued ordinary shares for which he/she subscribes.
- 5.2 The shareholder who has subscribed and paid for the subscription is not permitted to cancel his/her subscription.
- 5.3 In the case that the subscription payment is made by a bank cheque, the subscription payment will be deemed complete once the paying bank cashes out the amount specified in the bank cheque, and the subscription for the newly issued ordinary shares will be deemed complete once the Company or Bualuang Securities Public Company Limited can collect the payment for the subscription.
- 5.4 If (1) the shareholder who subscribes for the newly issued ordinary shares is unable to pay for the subscription or Bualuang Securities Public Company Limited is unable to collect the payment of the whole or part of the subscription in any case within the Subscription Period and Subscription Payment, which is not the fault of the Company or Bualuang Securities Public Company Limited; or if (2) the shareholder who subscribes for the Newly Issued Ordinary Shares has incompletely or unclearly filled in the details in the subscription form for the newly issued ordinary shares, the Company or Bualuang Securities Public Company Limited is entitled to treat that such shareholder has given up his/her right to subscribe the newly issued ordinary shares.

In this regard, the Company or Bualuang Securities Public Company Limited hereby reserves the right to further allocate such newly issued ordinary shares.

In making payment for the subscription, the shareholders shall closely examine the subscription payment method and proceed in accordance with conditions and method specified. If the shareholder fails to comply with the method for the subscription payment or fails to proceed in accordance with conditions and method specified, for the subscription payment to be collected within the Subscription Period, the Company or Bualuang Securities Public Company Limited is entitled to treat that such shareholder has given up his/her right to subscribe to the newly issued ordinary shares. In this regard, the

Company or Bualuang Securities Public Company Limited hereby reserves the right to further allocate such newly issued ordinary shares.

5.5 The Company and Bualuang Securities Public Company Limited reserve the rights not to allocate the newly issued shares to any subscriber if such allocation will be, or cause them to be, in violation of any laws, regulations or rules of a foreign country, or if such allocation will cause them to take any other steps or actions other than those necessary under Thai laws and regulations concerning the issuance and offering of securities.

5.6 Return of Subscription Payment

In the case that the shareholders who have subscribed for the newly issued ordinary shares and do not receive the allocation of the newly issued ordinary shares, the Company or Bualuang Securities Public Company Limited will proceed to return the subscription payment for the portion of shares that has not been allocated or has not been fully allocated within 14 days from the end of the subscription period, without any interest and/or damages, through the methods that the shareholder has specified in the subscription form for the newly issued ordinary shares as follows;

5.6.1 In the case that the shareholder does not intend to deposit the allotted shares with Bualuang Securities Public Company Limited, the Company or Bualuang Securities Public Company Limited shall return the subscription payment by issuing a crossed cheque of Bangkok Bank Company Limited, Head Quarter made payable to the subscriber and deliver such cheque by registered postal mail to the address specified by the subscriber in the subscription form for the newly issued ordinary shares; or

5.6.2 In the case that the shareholder intends to deposit the allotted shares with Bualuang Securities Public Company Limited (Broker code 224) and is an existing client of Bualuang Securities Public Company Limited, the Company or Bualuang Securities Public Company Limited shall return the subscription payment by transferring via Automatic Transfer System (ATS) to the bank account (exclusively the bank accounts maintained with Bangkok Bank Public Company Limited, Kasikornbank Public Company Limited, Bank of Ayudhya Public Company Limited, Krung Thai Bank Public Company Limited, Siam Commercial Bank Public Company Limited, TMB Bank Public Company Limited, Thanachart Bank Public Company Limited, CIMB Thai Public Company Limited and United Overseas Bank (Thai) Public Company Limited) of the subscriber as specified in the subscription form for the newly issued ordinary shares;

Nevertheless, in the case that it is unable to return the subscription payment for the portion of shares that has not been allocated or has not been fully allocated by transferring money by Automatic Transfer System (ATS) to the bank account of the subscriber as specified in the subscription form for the newly issued ordinary shares in any case which is not under the control of the Company or Bualuang Securities Public Company Limited, the Company or Bualuang Securities Public Company Limited shall return the subscription payment for the portion of shares that has not been allocated or has not been fully allocated by issuing the crossed cheque of Bangkok Bank Public Company Limited, Headquarter made payable to the subscriber and deliver such cheque by registered postal mail to the address specified by the subscriber in the subscription form for newly issued ordinary shares.

In case of the return of the money by a cheque, the subscriber will be responsible for the fee charged by the different Clearing House or the fee charged in relation to the bank's cheque.

In case the Company or Bualuang Securities Public Company Limited cannot return the money to the subscriber within 14 days from the end of the subscription period, the subscriber shall receive interest rate of 7.5% per annum on the amount to be returned, calculated from the date following the last day of the 14-day period after the subscription period. In this regard, in any case, if there is a transfer of the subscription payment for the portion of shares that has not been allocated or has not been fully allocated by Automatic Transfer System (ATS) to the bank account of the subscriber as specified in the subscription form for the Newly Issued Ordinary Shares or by a cheque delivered by the registered postal mail to the address specified by the subscriber in the subscription form for newly issued ordinary shares, it shall be deemed that the subscriber has duly received the subscription payment for the portion of shares that has not been allocated or has not been fully allocated; and the subscriber shall not have the right to claim any interest and/or damages from the Company or Bualuang Securities Public Company Limited.

5.7 In the case that there are any problems, obstacles or limitations in the operation, the Company or Bualuang Securities Public Company Limited hereby reserves the right to change the details of method of the subscription payment, terms and conditions of subscription or any information relating to the subscription method of the newly issued ordinary shares as appropriate, by taking into account the utmost benefit of the subscription of the company's Newly Issued Ordinary Shares.

6 Other Necessary Details for Shareholders in Making Decision to Purchase Newly Issued Ordinary Shares in Combination with Warrants

The Company shall proceed to register the paid-up capital increase of the Company with the Ministry of Commerce within 14 days (only the portion of Rights Offering) after the subscription period, and shall submit an application for the listing of all newly issued ordinary shares and warrants on the Stock Exchange of Thailand later.

7 Other Important Information

7.1 The name of the subscriber and the name of the owner of the securities trading account shall be the same. If the account number of the securities belongs to other person, the share(s) will not be able to be transferred into the account and will not be able to be traded on the first trading date of the Newly Issued Ordinary Shares in Combination with Warrants of the Company on the Stock Exchange of Thailand. In this regard, the Company reserves the right to issue the share certificate to such subscriber.

7.2 Please correctly specify the code of the broker to which the share(s) will be delivered. If the code is not correct, the share(s) will be sent to other broker, and the Company or Bualuang Securities Public Company Limited shall not be responsible for the delay in claiming back the share(s) or the possible loss.

7.3 If the Company could not return the subscription payment to the subscriber within the specified period as a result which is not under the control of the Company or Bualuang Securities Public Company Limited, the Company and Bualuang Securities Public Company Limited shall not be responsible for any interest and/or damages and will return only the subscription payment to the subscriber who has not been allocated or has not been fully allocated the shares from the Company, as described in Clause 5 "Terms and Conditions of Subscription".

- 7.4 If a number of shares that the shareholder has specified in the subscription form for the Newly Issued Ordinary Shares in Combination with Warrants does not match with the subscription payment received by the Company, the Company hereby reserves the right to use the number of shares based on the subscription payment but not exceeding his/her right.
- 7.5 For the subscriber who wishes to deposit his/her shares in the account of the Company, Member No. 600, the subscriber must provide all details in “additional documents for securities subscription for depositing shares to Thailand Securities Depository Co., Ltd. only” to submit to Thailand Securities Depository Co., Ltd. However, if the subscriber does not complete these additional documents, the Company hereby reserves the right to issue Share Certificates for the subscriber.
- 7.6 If you have any questions, please contact at
- Bualuang Securities Public Company Limited
- 191 Silom Complex Building, 29th Floor
- Silom Road, Silom Sub-district, Bangrak District, Bangkok 10500
- Mrs.Thanamas Pungpoo, Ms. Benjawan Phasuk or
- Ms.Konkanok Sitthiloedpravit
- Tel: 0-26181141 to 1143
- Fax: +66-2618-1120