



The Stock Exchange of Thailand

SET requires TFD to clarify the investment in HOTPOT

On 27 September 2016, Thai Factory Development Public Company Limited (TFD) informed the SET that “the company is considering to invest in Hot Pot Public Company Limited (HOTPOT)” news occurred in newspapers was not true.

However, on 19 October 2016, HOTPOT disclosed that a major shareholder of the company sold 41.5 million shares (10.22% of paid up capital) to Mr. Apichai Taechaubol and TFD. The number of shares sold to Mr. Apichai Taechaubol was 32.4 million (7.98%) and the number of shares sold to TFD was 9.10 million (2.24%). Mr. Apichai was found to be a current Executive Chairman and a major shareholder (24.52% of paid up capital) of TFD.

In order for investors to receive clear and complete information, the SET requires TFD to clarify and disclose detailed information as follows to the SET within 26 October 2016;

1. Please explain the procedure of TFD for investing in HOTPOT. And when did the transaction pass the board of director's resolution? Who was responsible for this transaction? Did the executive chairmen involve in any decision making of the investment?
2. The opinion of the Board of Directors of TFD about the appropriate and benefits of the investment of TFD in HOTPOT 2.24%, as well as the chairman of TFD who acquired HOTPOT shares of 7.98%. Moreover, what is the procedure of the company to eliminate conflict of interest.
3. The reasons that TFD declined the news about the investment in HOTPOT to the SET on 27 September 2016; however, TFD purchased HOTPOT shares on 19 October 2016, which is only 3 weeks time after that.
