



บริษัท ท่าอากาศยานเบอร์ จำกัด (มหาชน)

TONGKAH HARBOUR PUBLIC COMPANY LIMITED

สำนักงานใหญ่: ชั้น 7 อาคารสำนักงานเมืองไทย-ภัทร 1 เลขที่ 252/11 ถนนรัชดาภิเษก แขวงหวาง กรุงเทพฯ 10320 โทร : (662) 0-2695-4912-28 โทรสาร (662) 0-2695-4901

BANGKOK: 7th Floor, Muang Thai-Phatra Office Tower 1 252/11 Ratchadapisek Road, Huay Khwang, Bangkok 10320 Thailand Tel: (66-2) 695-4912-28 Fax: (66-2) 695-4901

THL 151-019/3/2016

March 14, 2016

Subject The Second Allotment of New Shares by way of Private Placement in accordance with Tongkah Harbour Public Company Limited's rehabilitation plan approved by the Central Bankruptcy Court on 24 September 2015

Attention Director and Manager
The Stock Exchange of Thailand

Reference is made to the resolutions of Board of Directors' Meeting No. 2/2016 of Tongkah Harbour Public Company Limited acting in the capacity of the plan administrator of Tongkah Harbour Public Company Limited (**Company**) held on 15 February 2016 (**Board Meeting**), which were passed to approve the allotment of new ordinary shares by way of private placement as provided in the Company's rehabilitation plan approved by the Central Bankruptcy Court (**Rehabilitation Plan**). The Company acting in the capacity of the Company's plan administrator would like to inform its resolutions relating to the allotment of 13,566,716,857 new shares by way of private placement and the entry into the connected transaction to the Stock Exchange of Thailand (**SET**) as follows:

1. That the allotment of 13,566,716,857 new shares at the par value of Baht 1 each (out of the total number of 23,400,000,000 shares at the par value of Baht 1 each under the Rehabilitation Plan (**All New Shares**)), being 57.98 percent of All New Shares, to 17 investors (as per details in the table below) by way of private placement (**Investors**) with the offer price of Baht 0.05 (the Rehabilitation Plan determines the offer price of All New Shares to be Baht 0.05 per share or more), totaling Baht 678,335,842.85, be approved, provided that the payment of such new shares is fully made to be during the period between 15 March 2016 and 16 March 2016.

No.	Names	Number of Shares (Shares)	Consideration of New Shares (Baht)
1	Mr.Paisan Etitum	2,100,000,000	105,000,000
2	Mr.Chaiyut Sukvanichnant	2,100,000,000	105,000,000
3	Mr.Sakchai Termkajornkij	2,010,000,000	100,500,000
4	Mr.Kiettichai Prechachaisurut	1,763,000,000	88,150,000



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5	Ms.Kanokkarn Foochareonyos	1,600,000,000	80,000,000
6	Mr.Paisal Kiattananan	1,167,000,000	58,350,000
7	Mr.Pakorn Boonteeikul	1,154,716,857	57,735,842.85
8	Mr. Sakda Laovitayangkrun	500,000,000	25,000,000
9	Mr.Chainarong Kriengkamol	350,000,000	17,500,000
10	Mr.Prateep Kanjanavikai	300,000,000	15,000,000
11	Mr.Vatana Hunsongtham	200,000,000	10,000,000
12	Mr.Supachai Jirasangiamkul	190,000,000	9,500,000
13	Mr.Eakachai Chotiyanon	70,000,000	3,500,000
14	Mr.Apinetr Unakul	30,000,000	1,500,000
15	Mr.Prot Pattakaree	20,000,000	1,000,000
16	Mrs.Nipa Huvanandana	10,000,000	500,000
17	Mr.Boonserm Kijisirikul	2,000,000	100,000
	Total	13,566,716,857	678,335,842.85

In determining the offer price of such new shares (Baht 0.05 per share or more) for the Investors by way of private placement, the Company takes into account the opportunity and possibility for significant amount of fund raising by the business entity of which its debts are greater than its total assets by Baht 1,213.76 million. However, the offer price of the new shares made to the Investors is higher than the book value of the Company's shares as at 30 September 2016, which equals to Baht -1.60 per share.

The plan administrator and the Company will proceed with the registration of the paid up capital for the new shares allotted to and subscribed by the Investors after the Court's order approving the allotment of the new shares to the Investors is obtained. However, the Company and/or the Investors will comply the regulations, notification and/or criteria of the SET and/or the Capital Market Supervisory Board relating to the new shares and the offer and allotment of the new shares to the Investors.

If there is any event that adversely affects the consideration period of the motion for the allotment of new shares by way of private placement of the Court or other event that relates to the proceeding of capital increase, the Company acting in the capacity of the plan administrator authorizes Mr. Wjit Jiemwjitkul, the Company's Chief Executive Officer, acting in the capacity the authorized director of the plan administrator,



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to consider and determine other conditions and details relating to the offer of such new shares to the Investors in order to achieve the objectives of the capital increase.

If there are ordinary shares left from subscription rights of existing shareholders or whether there are any remaining shares left in any cases, such shares shall be allotted and offered to Private Placement investors at price 0.05 Baht. The Company, as the Plan Administrator, authorized Mr. Wijit Jiemwijitkul to conduct process of investor selection, allotment of new ordinary shares and specify any details related to new ordinary share offerings.

The purpose of this capital increase is in line with the Rehabilitation Plan. The fund derived from such capital increase will be used for repaying the debts owed to the Company's creditors as provided in the Rehabilitation Plan and the Company's working capital.

2. That the connected transaction as a result of the allotments and offers of the new shares in item no. 1 (Mr. Ekachai Chotiyononth), item no. 2 (Mr. Paisan Ittithum) and item no. 3 (Mr. Suphachai Jirasangeamkul) of the table in Clause 1 above, who are deemed to be the connected persons in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 regarding Connected Transactions Rules dated 31 August 2551 and its amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Connected Transactions B.E. 2546 dated 19 November 2546 (**Connected Transaction Rules**), be approved. The details of the connected transactions are as follows:

No.	Names	Relationship as Connected Persons	Number of Allotted Shares (Shares)	Percentage to Number of total Issued Shares after Capital Increase
1.	Mr. Ekachai Chotiyononth	Independent Director	70,000,000	0.29
2.	Mr. Paisan Ittitham	Director of 89 Capricorn Development Co., Ltd., which is the Company's subsidiary	2,100,000,000	8.69
3.	Mr. Suphachai Jirasangeamkul	Director of 89 Capricorn Development Co., Ltd., which is the Company's subsidiary	190,000,000	0.79

Therefore the allotments of the new shares to Mr. Ekachai Chotiyononth, Mr. Paisan Ittithum and Mr. Suphachai Jirasangeamkul are considered as the connected person under the Connected Transaction Rules.



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According to the calculation of the transaction's size, the value of the transaction is greater than 3% of the Company's net tangible assets. As a result, the plan administrator is required to disclose the information memorandum relating to the transaction as per the Connected Transaction Rules but no approval of shareholders is required as the Company is operated under the Rehabilitation Plan.

According to the Connected Transaction Rules, the director who has interest in entering into the connected transaction must not attend the meeting and abstain from his voting rights at the meeting. The director who did not attend the meeting and abstained from the voting rights in this agenda is Mr. Ekachai Chotiyanonth. After the completion of the registration of the capital increase in respect of the new shares allotted to the Investors under Clause. 1 above, the shareholding percentage in the Company of Mr. Ekachai Chotiyanonth, Mr. Paisan Ittithum and Mr. Suphachai Jirasangeamkul will equal to approximately 0.29 percent, 8.69 percent and 0.79 percent of the then total issued shares, respectively.

Please acknowledge accordingly.

Yours faithfully,

Somchai Kaisuttiwong

Head of Legal and Information

Tongkah Harbour PCL