

Single Submission Form

Common Document for Submission to Regulatory,
Listing, and Registration Authorities, and Market
Institutions for the Issuance of Bonds under the
ASEAN+3 Multi-Currency Bond Issuance Framework
(AMBIF)

ASEAN+3 Bond Market Forum (ABMF) Initiative

Single Submission Form

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I. General Information for Single Submission Form

Common Document for Submission to Regulatory, Listing, and Registration Authorities, and Market Institutions for Issuance of Bonds under the ASEAN+3 Multi-Currency Bond Issuance Framework (AMBIF) to be submitted by Issuer to Regulatory, Listing, and Registration Authorities, and Market Institutions for Regulatory Process(es) as applicable:

Date of Submission: 27 December 2019

Issuer's Name: Thaifoods Group Public Company Limited

Issuer's Address: 1010 Shinawatra Tower 3, 12th Floor, Viphavadi-Rangsit Road, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900, Thailand

Issuer's Representative's Name: Mr. Winai Teawsomboonkij

Issuer's Representative's Title and Status: Chief Executive Officer

1. Authorities and market institutions applied to for an approval and profile listing or registration in each market

Targeted Market	Regulatory, Listing, or Registration Authority, and Market Institution	Purpose of Submission	Tick
Cambodia	1-1. Securities and Exchange Commission of Cambodia (SECC)	Approval	
	1-2. National Bank of Cambodia (NBC)	Approval	
	1-3. Cambodia Securities Exchange (CSX)	Submission for Listing	
People's Republic of China	2-1. People's Bank of China (PBOC)	Approval	
	2-2. National Association of Financial Market Institutional Investors (NAFMII)	Approval	
Hong Kong, China	3-1. Hong Kong Exchanges and Clearing Limited (HKEx)	Submission for Listing	
	3-2. Hong Kong Monetary Authority (HKMA)—Central Moneymarkets Unit (CMU)	Approval	

Indonesia	4-1.	Indonesian Financial Services Agency (OJK)	Approval	
	4-2.	PT Kustodian Sentral Efek Indonesia (KSEI)	Approval	
Japan	5.	Tokyo Stock Exchange (TSE)—TOKYO PRO-BOND Market	Submission for Listing	
Republic of Korea	6-1.	Korea Exchange (KRX)	Submission for Listing	
	6-2.	Korea Financial Investment Association (KOFIA)	Submission for Registration	
Lao People's Democratic Republic	7-1.	Securities and Exchange Commission Office (SCC)	Approval	
	7-2.	Bank of Lao PDR	Approval	
Malaysia	8-1.	Securities Commission Malaysia	Lodgement of Documents and Information under the Lodge and Launch Framework	
	8-2.	Bank Negara Malaysia (BNM)	Request for Approval (for Purposes of Foreign Exchange Administration)	
Myanmar	9-1.	Securities and Exchange Commission	Approval	
	9-2.	Central Bank of Myanmar	Approval	
Philippines	10-1.	Securities and Exchange Commission of the Philippines (PH SEC)	Submission of Notice of Exemption	
	10-2.	Bangko Sentral ng Pilipinas (BSP)	Request for Approval	
	10-3.	Philippine Dealing & Exchange Corp. (PDEX)	Enrolment for Listing cum Trading	
	10-4.	Philippine Depository & Trust Corp. (PDTC)	Approval	

Singapore	11-1.	Singapore Exchange Securities Trading Limited (SGX)	Submission of Application for Listing	
	11-2.	Central Depository Pte Ltd.(CDP)	Approval	

Thailand	12-1.	The Securities and Exchange Commission, Thailand (Thai SEC)	Filing for Approval	X
	12-2.	Public Debt Management Office (PDMO) of the Ministry of Finance	Request for Approval	
	12-3.	Thai Bond Market Association (ThaiBMA)	Submission for Registration	X
	12-4.	Bank of Thailand (BoT)	Request for Approval	
	12-5.	Thailand Securities Depository (TSD)	Approval (Note: TSD only provides a depository system (scriptless system) service and no approval is required.)	

Viet Nam	13-1.	Ministry of Finance (MOF)	Notification	
	13-2.	State Bank of Vietnam (SBV)	Approval	
	13-3.	Hanoi Stock Exchange (HNX)	Submission of Application for Profile Listing	

2. Issuer's Domicile:

Issuer's Domicile (Home Jurisdiction)	No.	Resident in

3. Issuer's Parent Company's Jurisdiction:

Issuer's Parent Company's Jurisdiction	Thailand
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4. Type of Submission:

		Tick
Type-P	Bond Issuance Program:	
Type-S	Shelf-Registration:	
Type-A	Stand-Alone Issuance:	X

Type-D	Drawdown Issuance from the Bond Issuance Program or Shelf-Registration:	

5. Distinction of the Form:

Tick

N.	New:	X
R.	Renewal (details are described below):	
A.	Amendment (details are described below):	

6. Targeted Professional Investor Markets in ASEAN+3:

Tick

No.	Targeted Professional Investor Market	
1.	Cambodia: Targeted Offers to Qualified Investors	
2.	People's Republic of China: Inter-Bank Bond Market (IBBM)	
3.	Hong Kong, China: Professional Investors Only Market	
4.	Indonesia: (Offering to Professional Investor) Non-Public Offering (Private Placement)	
5.	Japan: TOKYO PRO-BOND Market (Professional Investor Market)	
6.	Republic of Korea: QIB Market	
7.	(Lao People's Democratic Republic: PP Market)	
8.	Malaysia: Excluded Offers – Sophisticated Investors Market	
9.	(Myanmar: PP Market)	
10.	Philippines: Qualified Buyers' Market	
11.	Singapore: Wholesale Market (Institutional Investors Market)	
12.	Thailand: PP-II Regime	X
13.	Viet Nam: PP (Institutional Investors) Market	

7. Denominated Currency of the Bonds:

Tick

No.	Denominated Currency of the Bonds (ISO 4217 Code)		
1.	KHR (Cambodia)		
	USD (Cambodia)		
	CNY	CNH: (HKMA-CMU settled)	

2.		CNH: (other than HKMA-CMU settled:)	
3.	HKD		
4.	IDR		
5.	JPY		
6.	KRW		
7.	LAK		
8.	MYR		
9.	MMK		
10.	PHP		
11.	SGD		
12.	THB		X
13.	VND		
14.	USD		

8. Clearing and Settlement:

No.	Denominated Currency of the Bonds	Name of Central Depository	Name of Depository System	Distinction of DVP, Non-DVP, or N.A.
	THB	Thailand Securities Depository Co., Ltd. ("TSD")	TSD	n/a

9. Place of Disclosure:

No.	Name of the Place of Disclosure
1.	The office of the Thai SEC
Detailed explanation of the profile listing or registration, if necessary:	

10. Other Important Matters:

No.	Jurisdiction (Market)	Important Matter
1.	Cambodia	
2.	People's Republic of China	
3.	Hong Kong, China	
4.	Indonesia	
5.	Japan	
6.	Republic of Korea	
7.	Lao People's Democratic Republic	
8.	Malaysia	
9.	Myanmar	
10.	Philippines	
11.	Singapore	
12.	Thailand	
13.	Viet Nam	
14.	Other (if any)	

II. Issuer Information

Method of describing Issuer Information*		Tick
A.	Fully describe Issuer Information	X
B.	Specify the documents and places where AMBIF Investors are able to access the documents and designate them as Documents Incorporated by Reference	
C.	A combination of A and B above	

1. Information on the Issuer:

1.	Name of Issuer:	Thaifoods Group Public Company Limited (the “ Issuer ”)
2.	Name and Title of Representative:	Mr. Winai Teawsomboonkij, Chief Executive Officer
3.	Address (Registered or Business Address):	1010 Shinawatra Tower 3, 12th Floor, Viphavadi-Rangsit Road, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900, Thailand
4.	Liaison Contact Person:	Ms. Chormard Luengcomchat
5.	Telephone and e-Mail:	+662-513-8989 chormard.lu@tfg.co.th
6.	Business Registration No. (if any):	0107557000292
7.	Date and Place of Incorporation:	18 August 2014, Bangkok, Thailand
8.	Authorized and Paid-up Capital:	THB 5,607,572,686 (five billion six hundred seven million five hundred seventy-two thousand six hundred eighty-six)
9.	Trends of Key Financial Data:	See information on “Key Financial Information” and “Management’s Discussion and Analysis” set forth in the registration statement and prospectus to which this form is attached
10.	Description of Business:	See information on “Nature of Business” set forth in the registration statement and prospectus to which this form is attached
11.	Risk Factors:	See information on “Risk Factors” set forth in the registration statement and prospectus to which this form is attached
12.	Board of Directors:	See information on “Management and Shareholding Structure” set forth in the

		registration statement and prospectus to which this form is attached
13.	Controlling Shareholders or, in the Case of a Public Company, Names of Major Shareholders:	See information on “Securities and Shareholder Information” set forth in the registration statement and prospectus to which this form is attached
14.	Status of Affiliates:	See information on “Policy and Overview of Business Operation” set forth in the registration statement and prospectus to which this form is attached
15.	Website for Disclosure (if any):	The office of the Thai SEC’s website

2. Financial Information on the Issuer:

1.	Consolidated Financial Statements:	<p>The Issuer is required under the regulations of the Stock Exchange of Thailand (“SET”) to submit its consolidated financial statements to SET within the periods of time specified below:</p> <ol style="list-style-type: none"> 1. for interim consolidated financial statements, within 45 (forty-five) days from the end of each relevant interim financial period; and 2. for annual consolidated audited financial statements, within 60 (sixty) days from the end of each financial year. <p>Consolidated financial statements of the Issuer referred to above are submitted to the SET in Thai language together with English translations thereof.</p>
2.	Other Matters	
	● Subsequent Events:	n/a
	● Litigations:	See information on “Legal Dispute” set forth in the registration statement and prospectus to which this form is attached

3. Information on the Guarantor or Provider of other Credit Enhancement (if any):

1.	Name:	Credit Guarantee and Investment Facility, a trust fund of the Asian Development Bank (“ CGIF ” or the “ Guarantor ”)
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2.	Address:	6 ADB Avenue, Wack-Wack Village, Mandaluyong, 1550 Metro Manila, Philippines
3.	Description of Business:	See information on “Information of the Guarantor” set forth in the registration statement and prospectus to which this form is attached
4.	Guaranty or Support Agreement Details:	The payment obligations of the Issuer in respect of the Bonds held by the Guaranteed Bondholders (as defined in the terms and conditions of the Bonds (the “ Terms and Conditions ”)) are unconditionally and irrevocably guaranteed by the Guarantor to the extent of and in accordance with and subject to the terms of the CGIF guarantee agreement (the “ CGIF Guarantee ”). Such obligations of the Guarantor under the CGIF Guarantee are direct, unconditional and general obligations of the Guarantor and rank <i>pari passu</i> with all other present and future unsecured and unsubordinated obligations of the Guarantor without any preference one above the other, except for obligations that are preferred by mandatory provisions of applicable laws.

4. Financial Information on the Guarantor or Provider of Credit Enhancement:

See information on “Information of the Guarantor” set forth in the registration statement and prospectus to which this form is attached

III. Information on the Program or the Shelf-Registration

n/a

IV. Information on the Bonds

1. Summary of the Terms and Conditions of the Bonds:

1.	Issuer:	Thaifoods Group Public Company Limited
2.	2-1.Guarantor (if any):	CGIF
	2-2.Provider of Support Agreement (if any):	n/a
3.	Name of the Bonds:	“The Guaranteed Bonds of Thaifoods Group Public Company Limited No. 1/2563 (2020) Due B.E. 2568 (2025)” (the “ Bonds ”)
4.	Aggregate Amount of the Bonds (Issue Amount):	Up to 2,000,000 (two million) units, with a total principal amount of THB 2,000,000,000 (two billion)
5.	Form of Bonds:	The Bonds are in registered form.
6.	Status of the Bonds:	The Bonds constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and shall at all times rank <i>pari passu</i> and without any preference among themselves. The payment obligations of the Issuer under the Bonds shall, except for obligations that are preferred by mandatory provisions of applicable laws, at all times rank at least equally with all other unsecured and unsubordinated indebtedness of the Issuer, present and future.
7.	Denomination of the Bonds:	The Bonds are denominated in Baht, with a nominal amount of THB 1,000 (one thousand) each. A subscriber being qualified as an Institutional Investor (as defined below) is required to subscribe for a minimum of 100 (one hundred) units of Bonds or THB 100,000 (one hundred thousand) in value and, if more, in a multiple of 10 (ten) units of Bonds or THB 10,000 (ten thousand) in value.
8.	Issue Price:	100% of the principal amount
9.	Offer Price:	100% of the principal amount
10.	Date of Issue:	On or about 8 January 2020 (the “ Issue Date ”)
11.	Date of Maturities:	8 January 2025 (the “ Maturity Date ”)

12.	Early Redemption:	n/a
13.	Type of Bonds:	Fixed-rate bonds
14.	Interest or Coupon Rate:	2.48 (two point four eight) per cent per annum
15.	Interest or Coupon Payment Method:	<p>Interest on the Bonds shall be payable in arrears by the Issuer through the Registrar to the bondholders whose names appear in the register book on the relevant record date or, with respect to persons whose Bonds are deposited with TSD, the persons whose names appear on the list of the owners of the Bonds maintained by TSD, subject to Condition 3.3 of the Terms and Conditions.</p> <p>The register book will be closed for 14 (fourteen) days prior to each interest payment date.</p> <p>The Bonds will bear interest from the Issue Date and will be payable quarterly on 8 January, 8 April, 8 July and 8 October of each year throughout the term of the Bonds. The first payment of interest shall be made on 8 April 2020 and the last interest payment on the Maturity Date.</p>
16.	Negative Pledge:	n/a
17.	Cross Default:	<p>The Bonds will contain a cross default in respect of any debt payment in an aggregate amount of more than Baht 300,000,000 (three hundred million) (or its equivalent in other currencies) as a result of (i) its non-payment of such debt on an original due date thereof or within a period extended by its creditor(s); or (ii) such debt payment being accelerated by its creditor(s) in accordance with relevant loan agreement(s) or other debt instruments.</p> <p>See Condition 13.1(c) of the Terms and Conditions</p>
18.	Governing Law and Jurisdiction:	<p>The Terms and Conditions of the Bonds and the Bonds shall be governed by and construed in accordance with the laws of Thailand.</p> <p>The Issuer agrees that any legal action arising out of or relating to the Terms and Conditions may be brought in the courts of Thailand and submits to the non-exclusive jurisdiction of such courts.</p>

19.	Special Withholding Tax Applied to Financial Institutions including FATCA (if any):	n/a
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2. Other Information of the Bonds:

1.	Dealers and/or Underwriters or Equivalent:	United Overseas Bank (Thai) Public Company Limited is acting as the arranger (the “ Arranger ”).	
2.	Trustee or Equivalent (if any):	Bangkok Bank Public Company Limited is acting as the bondholders’ representative (the “ Bondholders’ Representative ”).	
3.	Fiscal Agent:	n/a	
4.	Paying Agent:	Bangkok Bank Public Company Limited (the “ Paying Agent ”).	
5.	Registrar:	Bangkok Bank Public Company Limited (the “ Registrar ”).	
6-1.	Other Agent: ()::	n/a	
6-2.	Other Agent: ()::	n/a	
6-3.	Other Agent: ()::	n/a	
7.	Listing, Registration, or Filing Place(s) of the Bonds:	Information on the Bonds will be disclosed at the website of the office of the Thai SEC.	
8.	Settlement Place(s) of each Denominated Currency Bonds:	Denominated Currency of the Bonds:	Settlement:
		Thai Baht (THB)	The settlement of the Bonds’ interest and principal payments are made through the Registrar and Paying Agent.
9.	Use of Proceeds:		
	1.	Amount of Proceeds from Sale of Bonds:	The Issuer will receive net proceeds from the issuance of the Bonds (after deducting estimated offering expenses payable by the Issuer) of approximately THB 1,992,080,000 (one billion nine hundred ninety-two million eighty thousand).

	2.	Use of Proceeds and Timing of Disbursement:	Bond proceeds will be used for on-lending to the Issuer's subsidiaries incorporated in Thailand for their general corporate purposes, including refinancing of their short-term working capital loans and funding of their incremental working capital (e.g. purchase of raw materials).
10.		Risk Factors relating to the Bonds:	See information on "Risk Factors" set forth in the registration statement and prospectus to which this form is attached
11.		Selling Restriction at Issuance:	<p>The Issuer is generally approved by the Thai SEC to issue and offer the Bonds pursuant to Notification of the Capital Market Supervisory Board No. Tor Jor. 17/2561 Re: Application and Approval for Offer for Sale of Newly Issued Debt Securities dated 17 January 2018 (as amended, supplemented or replaced) only to "Institutional Investors" as defined in the Notification of the Securities and Exchange Commission No. Kor Jor. 5/2552 Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Debt Securities dated 13 March 2009 (as amended, supplemented or replaced) and in accordance with the categories and characteristics as defined in Clause 4 of the Notification of the Securities and Exchange Commission No. Kor Jor. 4/2560 Re: Determination of the Definitions of Institutional Investor, Ultra-high Net Worth Investor and High Net Worth Investor dated 8 February 2017 (as amended, supplemented or replaced). Therefore, the Bonds will only be offered and sold to those investors who are qualified as such Institutional Investors as referred to above.</p>
		Selling Restriction Thereafter:	<p>The Issuer has registered or will register a transfer restriction in respect of the Bonds with the Thai SEC to limit any transfer of the Bonds to be within the group of the above mentioned Institutional Investors only, and, the Issuer will be bound by such transfer restriction to procure that no Bond will be transferred to any person other than those qualified as such Institutional Investors. As a consequence, the Issuer and the Registrar reserve the right not to accept or register any transfer of the Bonds to any person who is not qualified as such Institutional Investor.</p>
12.		Credit Rating for the Bonds:	The Bonds were assigned a credit rating of 'AAA' by TRIS Rating Co., Ltd. on 2 December 2019.
13-1.		Legal Adviserto the Issuer:	n/a

13-2.	Legal Adviserto the Arranger:	<p>Legal Advisor to the Arranger as to Thai law and English law (in respect of the CGIF Guarantee):</p> <p>Allen & Overy (Thailand) Co., Ltd. 23rd Floor, Sindhorn Tower III, 130-132 Wireless Road, Lumpini, Pathumwan, Bangkok 10330 Thailand</p>
14.	Method of Distribution:	<p>The offering of the Bonds is made through the Arranger in accordance with the details and conditions specified in Section 3 of the registration statement and prospectus and the Notification of the Capital Market Supervisory Board No. Tor Jor. 17/2561 Re: Application and Approval for Sale of Newly Issued Debt Securities dated 17 January 2018 (as amended, supplemented or replaced), subject to the applicable selling restrictions as mentioned above.</p>
15.	Outstanding Debt from Previous Issues of Bonds and Bonds :	<p>THB 1,148,500,000 (One billion one hundred forty-eight million and five hundred thousand)</p>
16.	Cross Currency Swap Information:	<p>n/a</p>
17.	Timing of Bond Issuance:	<p>Within 8 January 2020</p>
18.	Other:	<p>n/a</p>

V. Terms and Conditions of the Bonds