

OM6409002

10 September 2021

Subject: Notification of the Resolutions of the Board of Directors' Meeting No. 10/2021, and the schedule for the EGM No.1/2021, and the agendas for the EGM, **the decrease of capital**, the increase of capital and the amendment of the Memorandum of Association, and the offering for sale by private placement. **(Amendment 2)**

To: Managing Director

The Stock Exchange of Thailand

Enclosures: 1. Capital increase report form of News Network Corporation Public Company Limited (F 53-4).  
2. Information memorandum on allocation of newly issued ordinary shares of News Network Corporation Public Company Limited by private placement

As the Board of Directors' Meeting of News Network Corporation Public Company Limited ("**Company**") No. 10/2021 was held on 9 September 2021 at the meeting room of the Company, Lao Peng Nguan 1 Tower, 18th Floor, Zone A, 333 Soi Choeiphuang, Vibhavadi-Rangsit Road, Chomphon Sub- district, Chatuchak District, Bangkok 10900, the Company would like to report the key resolutions of the meeting as follows:

1. Resolved to propose to the Extraordinary General Meeting of Shareholders to consider and approve the decrease of the Company's registered capital in the amount of THB 85,222,010,947 from the existing registered capital of THB 160,872,208,595 to THB 75,650,197,648 by cancelling the unissued shares of the Company in the amount of 85,222,010,947 shares with a par value of THB 1 per share which consist of (1) the shares which are offered to the existing shareholders in proportion in the amount of 2,956,866,502 shares, (2) the shares which are issued to be reserved for the allocation of the newly issued ordinary shares by general mandate in the amount of 20,366,253,667 shares, (3) the shares which are issued to be reserved for the exercise of rights to purchase ordinary shares of the Company under the warrants of NEWS-W6 in the amount of 61,898,890,778 shares and resolved to approve and propose to the Extraordinary General Meeting of Shareholders to approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in accordance with the decrease of registered capital by the cancellation of the existing contents and replace it with the new contents as follows:

"Clause 4.	Registered Capital	75,650,197,648 Baht
		(Seventy-five billion and six hundred fifty million and one hundred ninety seven thousand six hundred forty eight Baht)
	Divided into	75,650,197,648 shares
		(Seventy-five billion and six hundred fifty million and one hundred ninety seven thousand six hundred forty eight shares)
	Par value per share	1 Baht (one Baht)
	Divided as follows	
	Ordinary share	75,650,197,648 shares
		(Seventy-five billion and six hundred fifty million and one hundred ninety seven thousand six hundred forty eight shares)
	Preferred shares	- shares (-)

2. Resolved to propose to the Extraordinary General Meeting of Shareholders to consider and approve the registered capital increase of the Company by THB 30,000,000,000 from the existing registered capital of THB 75,650,197,648 to the new registered capital of THB 105,650,197,648, by issuing the new ordinary shares for 30,000,000,000 shares, with the par value of THB 1 per share to be reserved for the allocation of the newly issued ordinary shares by private placement for 4 persons, namely

- a) Allocation of 15,000,000,000 newly issued ordinary shares or 50.00% of newly issued ordinary shares of the Company with a par value of THB 1 per share of for offering to Ms. Aura-orn Akrasanee
- b) Allocation of 6,500,000,000 newly issued ordinary shares or 21.67% of newly issued ordinary shares of the Company with a par value of THB 1 per share for offering to Ms. Phantipa Netiphat
- c) Allocation of 5,000,000,000 newly issued ordinary shares or 16.67% of newly issued ordinary shares of the Company with a par value of THB 1 per share for offering to Mr. Pichet Permsubhirunya
- d) Allocation of 3,500,000,000 newly issued ordinary shares or 11.67% of newly issued ordinary shares of the Company with a par value of THB 1 per share for offering to Mrs. Sunanta Singansern

and resolved to approve and propose to the Extraordinary General Meeting of Shareholders to approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in accordance with the increase of registered capital by the cancellation of the existing contents and replace it with the new contents as follows:

“Clause 4.	Registered Capital	105,650,197,648 Baht  (One hundred five billion and six hundred fifty million and one hundred ninety seven thousand six hundred forty eight Baht)
	Divided into	105,650,197,648 shares  (One hundred five billion and six hundred fifty million and one hundred ninety seven thousand six hundred forty eight shares)
	Par value per share	1 Baht (one Baht)
	Divided as follows	
	Ordinary share	105,650,197,648 shares  (One hundred five billion and six hundred fifty million and one hundred ninety seven thousand six hundred forty eight shares)
	Preferred shares	- shares (-)

In this regard, the information on the increase of registered capital of the Company are shown in the capital increase form of News Network Corporation Public Company Limited (F 53-4) (**Enclosure 1**).

3. Resolved to propose to the shareholder’s meeting to consider and approve the allocation of the newly issued ordinary shares of the Company in the amount of not exceeding 30,000,000,000 shares, with the par value of THB 1, in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 re: Application for Approval and Granting of Approval of Offering of Newly Issued Shares, and the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 re: Approval for Listed Companies to Offer Newly Issued Shares through Private

Placement, to be reserved for the allocation of the newly issued ordinary shares by private placement for 4 persons, namely

- a) Allocation of 15,000,000,000 newly issued ordinary shares or 50.00% of newly issued ordinary shares of the Company with a par value of THB 1 per share of for offering to Ms. Aura-orn Akrasanee
- b) Allocation of 6,500,000,000 newly issued ordinary shares or 21.67% of newly issued ordinary shares of the Company with a par value of THB 1 per share for offering to Ms. Phantipa Netiphat
- c) Allocation of 5,000,000,000 newly issued ordinary shares or 16.67% of newly issued ordinary shares of the Company with a par value of THB 1 per share for offering to Mr. Pichet Permsubhirunya
- d) Allocation of 3,500,000,000 newly issued ordinary shares or 11.67% of newly issued ordinary shares of the Company with a par value of THB 1 per share for offering to Mrs. Sunanta Singsansern

and such persons are not related parties of the Company according to the Notification of the Capital Market Supervisory Board re: the Disclosure of Information and the Conducts of Listed Companies in Related Transactions B.E. 2546 with the offering price of each share at THB **0.018**, totaling of THB 540,000,000.

The price of the newly issued shares which are offered to Ms. Aura-orn Akrasanee and/or Ms. Phantipa Netiphat and/or Mr. Pichet Permsubhirunya and/or Mrs. Sunanta Singsansern shall be the price which is not lower than 90% of the market price of the ordinary shares of the Company. The "Market Price" shall be calculated from the weighted average cost of the ordinary shares of the Company on the Stock Exchange of Thailand (**SET**) for the past period of not less than 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date which the directors resolved a resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2021, for an approval of the Company to offer for sale of its newly issued ordinary shares , which is period between 19 August 2021 to 8 September 2021.

No.	Date	Trade Volume (Shares)	Trade Volume (Baht)
1	19 Aug 2564	53,511,800	928,297
2	20 Aug 2564	104,584,700	1,996,427
3	23 Aug 2564	103,791,700	2,006,267
4	24 Aug 2564	1,947,238,600	39,396,171
5	25 Aug 2564	1,155,486,600	23,109,530
6	26 Aug 2564	187,085,900	3,514,987
7	27 Aug 2564	61,002,500	1,218,715
8	30 Aug 2564	61,890,200	965,014
9	31 Aug 2564	106,630,000	2,039,874
10	1 Sep 2564	49,371,600	851,924
11	2 Sep 2564	100,428,600	1,511,192
12	3 Sep 2564	41,099,200	702,370
13	6 Sep 2564	58,249,500	979,773
14	7 Sep 2564	148,804,400	2,949,159

15	8 Sep 2564	9,719,199,000	195,514,942
<b>Total</b>		<b>13,898,374,300</b>	<b>277,684,642</b>
<b>Volume-Weighted Average Price of 15 Business Day (THB/Share)</b>			<b>0.020</b>
<b>90 percent of 15 Business Day VWAP (THB/Share)</b>			<b>0.018</b>

3.1 Any allocation of the shares as above must not result in any shareholder who subscribes for the shares to hold shares of the Company in the number that reaches or passes the trigger point requiring such shareholder to make a tender offer as required under the Notification of the Capital Market Supervisory Board Tor.Jor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which currently allows, foreigners to hold shares not exceeding 49% of the total sold shares of the Company.

3.2 The issuance and offer for sale of the newly issued ordinary shares this time is at the price not lower than 90% of the market price of the ordinary shares of the Company. Therefore, the 4 persons as detailed above are not required to comply with the SET regulation on silent period that is to say, the 4 persons as detailed above will not be subject to the restriction on the sale of ordinary shares, which have been allocated to them by private placement for the period of 1 year from the date that the shares commence trading on the SET.

If this Private Placement offering is at a price that is lower than 90 percent of the market price, before the SET could issue an order to list new ordinary shares, the Company has a duty to prohibit those who are allocated the shares in the Private Placement from selling any of the allocated shares for one year from the date on which the shares start trading on the SET. After six months of this restriction period, the person may gradually sell up to 25 percent of the total number of shares that are subject to the restrictions in accordance with the requirements under the Notification of the Stock Exchange of Thailand re: Requirements, Conditions and Methods of Considering an Application to List Ordinary or Preferred Shares, 2015, dated 11 May 2015 (as amended) and Bor.Jor.(Wor) 17/2015 Re: The stipulation on prohibiting the sales of shares in specified period (Silent Period) for shares or convertible securities offered through private placement.

4. Revolved to approve of the authorization for the board of directors of the Company or the Acting Chief Executive Officer or any other persons who are authorized by the board of directors of the Company or the Acting Chief Executive Officer to consider and proceed with any matters necessary for, relating to, and/or associated with the capital decrease, capital increase and the allocation of the newly issued ordinary shares of the Company by private placement, including without limitation to the followings::

- (1) to determine, amend, include conditions and other details in connection with the issuance, allocation and subscription of the newly issued ordinary shares, including without limitation to, the allocation of newly issued ordinary shares on one occasion or more, the number of offered shares, the purchase price, the offering period, the subscription, the payment for the purchase price and other conditions and details relating to the allocation of the newly issued ordinary shares;
- (2) to sign applications, notices, instruments or other documents in connection with the capital decrease, capital increase and the allocation of the newly issued ordinary shares of the Company, including to certify relevant documents, communicate, file and/or accept documents from any competent authorities and/or agencies and to list the newly issued ordinary shares on the Stock Exchange of Thailand; and
- (3) to carry out any other necessary actions relating to and/or associated with the capital decrease, capital increase and the allocation of the newly issued ordinary shares of the Company, to be in accordance with the laws and/or any related regulations.

In this regard, the Company intends to proceed with the offer for sale of the newly issued ordinary shares by private placement within December 2021. The details of the offer for sale of the newly issued ordinary shares by private placement are shown in the information memorandum on allocation of newly issued ordinary shares of News Network Corporation Public Company Limited by private placement (**Enclosure 2**).

5. Determined the list of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2021 of the Company (Record Date) on 15 October 2564.
6. Determined the date of the Extraordinary General Meeting of Shareholders No. 1/2021 to be hold on 24<sup>st</sup> November 2021 at 2.00 pm, Company's meeting No. 333 Lao Peng Nguan 1 building (Zone A) located on Puang Chei alley, Vibhavadi Road, Chomphon sub-district, Chatuchack district, Bangkok (The aforementioned schedule is preliminary. Board of Director has authorized the management to act to decide in case that there is any change) with the following agenda:

**Agenda 1** To certify the minutes of the Annual General Meeting of Shareholders of the year 2021 held on 30 April 2021.

**Agenda 2** To consider and approve the decrease of the Company's registered capital from the existing registered capital of THB 160,872,208,595 to THB 75,650,197,648 by cancelling the unissued shares and to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in accordance with the decrease of registered capital.

**Agenda 3** To consider and approve the registered capital increase of the Company by THB 30,000,000,000 from the existing registered capital of THB 75,650,197,648 to the new registered capital of THB 105,650,197,648 by issuing the new ordinary shares for 30,000,000,000 shares, with the par value of THB 1 per share to be reserved for the allocation of the newly issued ordinary shares by private placement and to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in accordance with the increase of registered capital.

**Agenda 4** To consider the approval of the allocation of the newly issued ordinary shares by private placement.

**Agenda 5** Other business (if any).

Resolved to approve of the authorization for the Chairman of the board of directors and/or the Acting Chief Executive Officer to change the date, time, venue and/or the meeting method, including to proceed with any matter relating to the notice of the meeting and arrangement of the Extraordinary General Meeting of Shareholders No. 1/2021 in the case of force majeure or according to the necessity as appropriate under the law and relevant regulation.

Furthermore, due to the current outbreak of the Coronavirus Disease 2019 (COVID-19) in which the numbers of infected people and the severe impact are continually increasing in Bangkok area, the Company is deeply concerned and care for the well-being and safety of shareholders and attendees as well as all participants who will be participating in the meeting arrangement. The Company decides to arrange the Extraordinary General Meeting of Shareholder No.1/2021 by virtual meeting via electronic media to be hold on 24 November 2021 at 2.00 pm. The Company requests for cooperation of all shareholders and attendees to strictly follow the precautionary measures and guidelines of the meeting under this outbreak of the Coronavirus Disease 2019 (COVID-19) to prevent and mitigate the risk of the outbreak. The Company will follow the announcement of Bangkok Metropolitan Administration and the government. The Company will further inform the shareholders and attendees of the details of the precautionary measures of the outbreak of Coronavirus Disease 2019 (COVID-19), including the details of guideline for attending the meeting via electronic media and proxy in the notice for convening the Extraordinary General Meeting of Shareholder No.1/2021. The Company hereby apologizes for any inconvenience that may occur.

Please be informed accordingly and consider further distribution of information to public and the investors.

Sincerely yours,

(Mr. Kritsada Pruitipat)  
Acting Chief Executive Officer  
News Network Corporation Public Company Limited

(F 53-4)

**Capital Increase Report Form**  
**News Network Corporation Public Company Limited**  
**10 September 2021**  
**(Amendment 2)**

We, News Network Corporation Public Company Limited (“**Company**”), hereby report the resolutions of the Board of Directors’ Meeting No. 10/2021, which was held on 9 September 2021 from 2.00 pm to 4.00 pm, regarding the **cancellation of the unissued registered ordinary shares**, capital increase and the allocation of newly issued shares as follows:

**1. Capital decrease and capital increase**

1.1 The Board of Directors’ Meeting resolved to approve the decrease of the Company’s registered capital in the amount of THB 85,222,010,947 from the existing registered capital of THB 160,872,208,595 to THB 75,650,197,648 by cancelling the unissued shares in the amount of 85,222,010,947 shares with a par value of THB 1 per share which consist of (1) the shares which are offered to the existing shareholders in proportion in the amount of 2,956,866,502 shares, (2) the shares which are issued to be reserved for the allocation of the newly issued ordinary shares by general mandate in the amount of 20,366,253,667 shares, (3) the shares which are issued to be reserved for the exercise of rights to purchase ordinary shares of the Company under the warrants of NEWS-W6 in the amount of 61,898,890,778 shares.

1.2 The Board of Directors’ Meeting resolved to approve the registered capital increase of the Company from THB 75,650,197,648 to THB 105,650,197,648, by issuing 30,000,000,000 newly issued ordinary shares, with the par value of THB 1 per share with the offering price at THB 0.018 per share, totaling of THB 540,000,000 in accordance with the following manner:

Type of Capital Increase	Type of Share	Number of Shares	Par Value (THB/share)	Offering Price (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specifying purpose of proceeds utilisation	Ordinary	30,000,000,000	1.00	0.018	540,000,000
	Preference	-	-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-	-
	Preference	-	-	-	-

**2. Allocation of new shares**

**2.1. Type: specify purpose of proceeds utilization**

Allocated to	Number of Shares	Ratio (old : new)	Offering Price (THB/share)	Subscription and Payment Period	Remarks
Aura-orn Akrasanee	15,000,000,000	-	0.018	Please see remark 3	Please see remarks 1 – 3
Ms. PhantipaNetiphat	6,500,000,000	-	0.018		
Mr. Pichet Permsubhirunya	5,000,000,000	-	0.018		
Mrs. Sunanta Singansern	3,500,000,000	-	0.018		

**Remark:**

1. *The Company approves the allocation of newly issued ordinary shares of 30,000,000,000 shares, with the par value of THB 1 per share, to be offered for sale by private placement and such persons are not related parties of the Company according to the Notification of the Capital Market Supervisory Board re: the Disclosure of Information and the Conducts of Listed Companies in Related Transactions. B.E. 2546 at the offering price at THB 0.018 which is the price not lower than 90% of the market price of the ordinary shares of the Company.*

*The "Market Price" shall be calculated from the weighted average cost of the ordinary shares of the Company on the Stock Exchange of Thailand (SET) for the past period of not less than 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date which the directors resolved a resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2021, for an approval of the Company to offer for sale of its newly issued ordinary shares, which is period between 19 August 2021 to 8 September 2021.*

2. *The allocation of the shares as above must not result in any shareholder who subscribes for the shares to hold shares of the Company in the number that reaches or passes the trigger point requiring such shareholder to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which currently allows, foreigners to hold shares not exceeding 49% of the total sold shares of the Company.*

*The issuance and offer for sale of the newly issued ordinary shares this time is at the price not lower than 90% of the market price of the ordinary shares of the Company. Therefore, the 4 persons as detailed above are not required to comply with the SET regulation on silent period that is to say, the 4 persons as detailed above will not be subject to the restriction on the sale of ordinary shares, which have been allocated to them by private placement for the period of 1 year from the date that the shares commence trading on the SET.*

*If this Private Placement offering is at a price that is lower than 90 percent of the market price, before the SET could issue an order to list new ordinary shares, the Company has a duty to prohibit those who are allocated the shares in the Private Placement from selling any of the allocated shares for one year from the date on which the shares start trading on the SET. After six months of this restriction period, the person may gradually sell up to 25 percent of the total number of shares that are subject to the restrictions in accordance with the requirements under the Notification of the Stock Exchange of Thailand re: Requirements, Conditions and Methods of Considering an Application to List Ordinary or Preferred Shares, 2015, dated 11 May 2015 (as amended) and Bor.Jor.(Wor) 17/2015 Re: The stipulation on prohibiting the sales of shares in specified period (Silent Period) for shares or convertible securities offered through private placement.*

3. *Approve of the authorization for the board of directors of the Company or the Acting Chief Executive Officer or any other persons who are authorized by the board of directors of the Company or the Acting Chief Executive Officer to consider and proceed with any matters necessary for, relating to, and/or associated with the capital increase and the allocation of the newly issued ordinary shares of the Company by private placement, including without limitation to the followings:*
  - (3.1) *to determine, amend, include conditions and other details in connection with the issuance, allocation and subscription of the newly issued ordinary shares, including without limitation to, the allocation of newly issued ordinary shares on one occasion or more, the number of offered shares, the purchase price, the offering period, the subscription, the payment for the purchase price and other conditions and details relating to the allocation of the newly issued ordinary shares;*
  - (3.2) *to sign applications, notices, instruments or other documents in connection with the capital increase and the allocation of the newly issued ordinary shares of the Company, including to certify relevant documents, communicate, file and/or accept documents from any competent authorities and/or agencies and to list the newly issued ordinary shares on the Stock Exchange of Thailand; and*
  - (3.3) *to carry out any other necessary actions relating to and/or associated with the capital increase and the allocation of the newly issued ordinary shares of the Company, to be in accordance with the laws and/or any related regulations.*



**2.2. The Company's plan in case where there are fractions of shares remaining**

As the Board of Directors' Meeting resolved to approve the allocation of shares to Ms. Aura-orn Akrasanee and/or Ms. Phantipa Netiphat and/or Mr. Pichet Permsubhirunya and/or Mrs. Sunanta Singsansern in full; therefore, there will be no case of having fractions of shares.

**3. Schedule for Extraordinary General Meeting of Shareholders for approval of capital increase and allocation of newly registered shares**

The Extraordinary General Meeting of Shareholders No. 1/2021 of the Company is scheduled to be on 24<sup>st</sup> November 2021 at 2.00 pm, Company's meeting No. 333 Lao Peng Nguan 1 building (Zone A) located on Puang Chei alley, Vibhavadi Road, Chomphon sub-district, Chatuchack district, Bangkok (The aforementioned schedule is preliminary. Board of Director has authorized the management to act to decide in case that there is any change). The Company will determine the name of shareholders who shall be entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2021 on 15 October 2021.

**4. Approval of capital increase/allocation of shares by the relevant government agency and conditions thereto (if any)**

4.1 Registration of registered capital increase and amendment to the memorandum of association and change of paid-up capital with the Department of Business Development, Ministry of Commerce.

4.2 Application for approval from the Stock Exchange of Thailand regarding the listing and trading of newly issued ordinary shares by private placement on the Stock Exchange of Thailand.

**5. Objective of the capital increase and plans for utilizing proceeds received from the capital increase**

In the case that all the new ordinary shares that the Company issued and offered by private placement in this time, the subscribers, subscribing the shares in full and the shares are fully paid up. The Company will be able to raise funds in the amount of approximately THB 540,000,000. The Company would receive the funds from the issuance and allotment of the newly issued ordinary shares as source of funds for the Company in order to increase its financial liquidity and to be source of funds and/or to be used as working capital to support the business operations, and the expansion of its main business, related business and to help the Company in the future, creating a solid and stable platform for the business of the Company and its subsidiaries in the long term. The Company plans to increase the capital to use the proceeds as follows:

5.1. To be use as supportive capital for indirect subsidiaries that operates fully integrated securities and derivatives business that is in process of securities business license application. This will allow the company's indirect subsidiaries to obtain sufficient working capital and to meet certain qualification requirements from relevant regulators. The Company expects to allocate the fund in the amount of approximately THB 475 million to undertake such action within the fourth quarter of 2021 for approximately THB 125 million and within the first quarter of 2022 for approximately THB 350 million. However, such periods are subject to change in accordance with the procedures of relevant regulator.

In this regard, the Company expects that when its indirect subsidiary has obtained the license in operating securities business, expected to be able to generate income to the company within the third quarter of 2021. The revenue generation period is subject to change in accordance with the procedures of relevant regulators including the process of system development, which is necessary for running the business. However, if the fund is unable to raise under the plan, the company might consider of pursuing sources of fund from any other sources. In order to meet the requirement of relevant regulators, there might be a risk that duration of obtaining license and the Company's revenue recognition could be delayed from expected period.

- 5.2. The Company expects to allocate not more than THB 40 million of funds to reserve the proceed for the Company's working capital in order to increase financial liquidity and support the main business, related business, and new business of the Company and/or subsidiaries. The funds are expected to be allocated within 2022. However, the allocated amount and allotment period are subject to change in accordance with suitability and operation.
- 5.3. The Company expects to allocate not more than THB 25 million of funds to be used as supportive capital for expanding the main and related business. This will help expansion the Company and its subsidiaries in the future and also enhance stability of the Company and subsidiaries in their business operation in the long term. The funds are expected to be allocated within 2022. However, the allocated amount and allotment period are subject to change in accordance with suitability and operation.

## **6. Benefits which the Company will receive from the capital increase/share allocation**

- 6.1. The Company will receive stable capital for its indirect subsidiary operation in brokerage business. As a result, the indirect subsidiary will be operated smoothly with supported capital for relevant regulators required for full capacity operation and capital for further development in the future.
- 6.2. The Company's financial structure will be enhanced due to the D/E ratio improvement which will support the Company's ability to borrow from commercial banks in the future and strengthened the Company's finance resulting in its ability to invest further in other businesses and carry on its current business to be in accordance with its business plan.
- 6.3. The Company's flexibility in relation to its finance to operate the business to be in accordance with its business plan or to expand its business and for enabling the Company to have better financial liquidity and a stronger financial position.

## **7. Benefits which the shareholders will receive from the capital increase/share allocation**

- 7.1. The shareholders who are allocated with the newly issued ordinary shares will be entitled to attend the shareholders' meeting including right in casting votes at such shareholders' meeting and the right to receive dividend whereby such shareholder will be entitled to receive dividend from the Company's operation, in proportion to which each shareholder is entitled to, when the Company gains profit from the operation.
- 7.2. To create stability of shareholder investment, the company will have capital resources for business expansion to diversify risk and support stability of the business which will create positive impact on company's financial result. Moreover, there will be a reduction on risk that may halt current business of company and affect negatively to company's financial result.

## **8. Other details necessary for shareholders to approve the capital increase/share allocation**

The Company will list the newly issued ordinary shares on the Stock Exchange of Thailand.

## **9. Schedule of action where the board of directors of the Company passed the resolutions approving the capital increase/allocation of shares**

<b>No.</b>	<b>Procedures</b>	<b>Date/Month/Year</b>
1.	The Board of Directors' Meeting No. 10/2021	9 September 2021
2.	Determination of list of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No.1/2021 of the Company (Record Date)	15 October 2021
3.	The Extraordinary General Meeting of Shareholders	24 November 2021

No.	Procedures	Date/Month/Year
	No.1/2021	
4.	Registration of the meeting's resolution by Extraordinary General Meeting of Shareholders No.1/2021 regarding registered of decrease of capital, capital increase and amendment to the memorandum of association with the Ministry of Commerce	Within 14 days from the date when the Extraordinary General Meeting of Shareholders No.1/2021 passed the resolution
5.	The period to exercise the right to subscribe and pay for the newly issued ordinary shares for private placement	30 November – 16 December 2021
6.	Registration of the decrease of capital and the paid-up capital with the Ministry of Commerce	Within 14 days after the end of the subscription period

The Company hereby certifies that the information contained herein is true and complete in all respects.

Sincerely yours,

(Mr. Kritsada Pruitipat)  
Acting Chief Executive Officer  
News Network Corporation Public Company Limited

**Information memorandum on allocation of newly issued ordinary shares of News Network Corporation Public Company Limited by Private Placement  
(Amendment 2)**

As the Board of Directors' Meeting of News Network Corporation Public Company Limited ("**Company**") No. 10/2021 was held on 9 September 2021 resolved to approve the registered capital increase of the Company from the existing registered capital of THB 75,650,197,648 to the new registered capital of THB 105,650,197,648 by issuing the new ordinary shares for 30,000,000,000 shares, with the par value of THB 1 per share to offer for sale by private placement for 4 persons, namely Ms. Aura-orn Akrasanee and/or Ms. Phantipa Netiphat and/or Mr. Pichet Permsubhirunya and/or Mrs. Sunanta Singsansern. The aforementioned shares allocation shall be proposed to the Extraordinary General Meeting of Shareholders No. 1/2021 of the Company to be held on 24 November 2021 for further consideration and approval.

In this regard, as the issuance and offer for sale of newly issued ordinary shares is a material matter, the Company hereby prepared the information memorandum which is necessary for the shareholders to make decision as required by the Notification of Capital Market Supervisory Board Tor Jor. 73/2558 re: Particulars of Notice Calling Shareholders' Meeting of Listed Companies to Obtain Approval for Issuance and Offer of Securities for Sale (as amended), having the details as follows:

**1. Details of the offer for sale of the newly issued shares by private placement**

The Board of Directors' Meeting of the Company resolved to allocate the newly issued ordinary shares in the amount of 30,000,000,000 share, with the par value of THB 1 per share, to be offered by private placement, with the total registered capital for the newly issued ordinary shares by private placement of THB 30,000,000,000 to be reserved to the issuance of the newly issued ordinary shares by private placement to 4 persons, namely

- a) Ms. Aura-orn Akrasanee shall be allocated 15,000,000,000 shares, representing 50.00% of the total number of newly issued ordinary shares that the Company shall offer at this time, and accounted for the total offering value of THB 270,000,000
- b) Ms. Phantipa Netiphat shall be allocated 6,500,000,000 shares, representing 21.67% of the total number of newly issued ordinary shares that the Company shall offer at this time, and accounted for the total offering value of THB 117,000,000
- c) Mr. Pichet Permsubhirunya shall be allocated 5,000,000,000 shares, representing 16.67% of the total number of newly issued ordinary shares that the Company shall offer at this time, and accounted for the total offering value of THB 90,000,000
- d) Mrs. Sunanta Singsansern shall be allocated 3,500,000,000 shares, representing 11.67% of the total number of newly issued ordinary shares that the Company shall offer at this time, and accounted for the total offering value of THB 63,000,000

in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement with the offering price at THB 0.018 according to the market value which shall be calculated from the weighted average cost of the ordinary shares of the Company on the Stock Exchange of Thailand (**SET**) for the past period of not less than 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date which the directors resolved a resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2021, for an approval of the Company to offer for sale of its newly issued ordinary shares, and the determination of the offering price is not lower than 90% of the market price of the ordinary shares of the Company. In addition, such persons, who are allocated with the newly issued ordinary by private placement, are not related parties of the Company according to the Notification of the Capital Market Supervisory Board re: the Disclosure of Information and the Conducts of Listed Companies in Related Transactions. B.E. 2546.

In this regard, it shall be proposed to the Extraordinary General Meeting of Shareholders No. 1/2021 to approve the authorization for the board of directors of the Company or the Acting Chief Executive Officer or any other persons who are authorized by the board of directors of the

Company or the Acting Chief Executive Officer to consider and proceed with any matters necessary for, relating to, and/or associated with the capital increase and the allocation of the newly issued ordinary shares of the Company by private placement, including without limitation to the followings:

- (1) to determine, amend, include conditions and other details in connection with the issuance, allocation and subscription of the newly issued ordinary shares, including without limitation to, the allocation of newly issued ordinary shares on one occasion or more, the number of offered shares, the purchase price, the offering period, the subscription, the payment for the purchase price and other conditions and details relating to the allocation of the newly issued ordinary shares;
- (2) to sign applications, notices, instruments or other documents in connection with the capital increase and the allocation of the newly issued ordinary shares of the Company, including to certify relevant documents, communicate, file and/or accept documents from any competent authorities and/or agencies and to list the newly issued ordinary shares on the Stock Exchange of Thailand; and
- (3) to carry out any other necessary actions relating to and/or associated with the capital increase and the allocation of the newly issued ordinary shares of the Company, to be in accordance with the laws and/or any related regulations.

Any allocation of the shares as above must not result in any shareholder who subscribes for the shares to hold shares of the Company in the number that reaches or passes the trigger point requiring such shareholder to make a tender offer as required under the Notification of the Capital Market Supervisory Board Tor.Jor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which currently allows, foreigners to hold shares not exceeding 49% of the total sold shares of the Company.

The issuance and offer for sale of the newly issued ordinary shares this time is at the price not lower than 90% of the market price of the ordinary shares of the Company. Therefore, the 4 persons as detailed above are not required to comply with the SET regulation on silent period that is to say, the 4 persons as detailed above will not be subject to the restriction on the sale of ordinary shares, which have been allocated to them by private placement for the period of 1 year from the date that the shares commence trading on the SET.

If this Private Placement offering is at a price that is lower than 90 percent of the market price, before the SET could issue an order to list new ordinary shares, the Company has a duty to prohibit those who are allocated the shares in the Private Placement from selling any of the allocated shares for one year from the date on which the shares start trading on the SET. After six months of this restriction period, the person may gradually sell up to 25 percent of the total number of shares that are subject to the restrictions in accordance with the requirements under the Notification of the Stock Exchange of Thailand re: Requirements, Conditions and Methods of Considering an Application to List Ordinary or Preferred Shares, 2015, dated 11 May 2015 (as amended) and Bor.Jor.(Wor) 17/2015 Re: The stipulation on prohibiting the sales of shares in specified period (Silent Period) for shares or convertible securities offered through private placement.

## **2. Criteria for capital increase or the allotment of capital increase through private placement**

The Company considers the criteria of share allocation by private placement, where the Company considered to allocate the newly issued ordinary shares to a person with potentials in funding, experience, and has intention to invest with the Company in a long-term basis to create ultimate benefit to the Company and enable financial liquidity of the Company with better financial position. In this regard, the persons who receive the allocated newly issued ordinary shares are not and such persons are not related parties of the Company according to the Notification of the Capital Market Supervisory Board re: the Disclosure of Information and the Conducts of Listed Companies in Related Transactions B.E. 2546.

Details of information of the private placement who shall receive the allotment of the Company's newly issued ordinary shares

The specific investors who shall be allocated the newly issued ordinary shares of the Company in this time are Ms. Aura-orn Akrasanee and/or Ms. Phantipa Netiphat and/or Mr. Pichet Permsubhirunya and/or Mrs. Sunanta Singsansern (“**Private Placement**”) who are investors interested in investing in the Company’s newly issued ordinary shares and have the potential on funding.

1. Ms. Aura-orn Akrasanee

Nationality: Thai

Address: Khlong Tan Nuea, Watthana, Bangkok

Current Position: Director at Nation Broadcasting Corporation Plc. [which operates production of Digital TV programs and providing news and advertisements through Digital TV and media forms.](#)

Holding Company Shares Information: Hold Company’s shares for 1,000,000 shares which is accounted as **0.001%** of paid-up shares (Source : Latest Book Closing date as of 26 August 2021)

Benefits which the Company expects to receive from allocating newly issues shares to Ms. Aura-orn Akrasanee :

The capital increase and the allocation of the Company's newly issued ordinary shares for offering to private placement is to strengthen the financial position and increase financial liquidity as well as retaining capital to support the Company's business expansion and investment in the future. As a result, the Company shall be able to make profits and has a tendency to perform better, also, reducing the burden of borrowing money from financial institutions for business operations or business expansion.

2. Ms. Phantipa Netiphat

Nationality: Thai

Address: Tambon Tha Pi Liang, Amphoe Mueang Suphan Buri, Suphan Buri

Current Position: Manager in Nursery Department, Supaluck School, Suphanburi [which is general education school for students in pre-kindergarten to elementary school.](#)

Holding Company’s Shares Information: Not a shareholder of the Company (Source : Latest Book Closing date as of 26 August 2021)

Benefits which the Company expects to receive from allocating newly issues shares to Ms. Phantipa Netiphat :

The capital increase and the allocation of the Company's newly issued ordinary shares for offering to private placement is to strengthen the financial position and increase financial liquidity as well as retaining capital to support the Company's business expansion and investment in the future. As a result, the Company shall be able to make profits and has a tendency to perform better, also, reducing the burden of borrowing money from financial institutions for business operations or business expansion

3. Mr. Pichet Permsubhirunya

Nationality: Thai

Address: Yan Nawa, Sathon, Bangkok

Current Position: Executive of U.R. Chemical Company Limited which is a manufacturer and distributor of decorative paints, wood coatings, and chemicals for construction and repairs.

Holding Company's Shares Information: Not a shareholder of the Company (Source : Latest Book Closing date as of 26 August 2021)

Benefits which the Company expects to receive from allocating newly issues shares to Mr. Pichet Permsubhirunya :

The capital increase and the allocation of the Company's newly issued ordinary shares for offering to private placement is to strengthen the financial position and increase financial liquidity as well as retaining capital to support the Company's business expansion and investment in the future. As a result, the Company shall be able to make profits and has a tendency to perform better, also, reducing the burden of borrowing money from financial institutions for business operations or business expansion.

4. Mrs. Sunanta Singsansern

Nationality: Thai

Address: Sena Nikhon, Chatuchak, Bangkok

Current Position: Director of Siamese Asset Plc. which develops residential real estates, including condominiums, houses, townhomes and home offices, and offer juristic person management service for the Company's projects.

Holding Company's Shares Information: Not a shareholder of the Company (Source : Latest Book Closing date as of 26 August 2021)

Benefits which the Company expects to receive from allocating newly issues shares to Mrs. Sunanta Singsansern :

The capital increase and the allocation of the Company's newly issued ordinary shares for offering to private placement is to strengthen the financial position and increase financial liquidity as well as retaining capital to support the Company's business expansion and investment in the future. As a result, the Company shall be able to make profits and has a tendency to perform better, also, reducing the burden of borrowing money from financial institutions for business operations or business expansion.

Relationship of the private placement who shall be allocated the Company's newly issued ordinary shares with the Company

Apart from Ms. Aura-orn Akrasanee holding 1,000,000 shares which is accounted as 0.001% of paid-up shares of the Company as described above.

1. The Company does not have any relationship with the 4 specific investors.
2. The 4 specific investors do not have any relationship with any of the directors, executives or the major shareholders of the Company.
3. The 4 specific investors will do be involved in the Company's management or any change in the Company's business operation and are not the directors of the Company.
4. The Company only receives the investment funds from the 4 specific investors with no other benefits.
5. The 4 specific investors are not related in all aspects.

## The Structure of top 10 of the Company's shareholder before and after the capital increase

### Shareholder Structure as of 26 August 2021

No.	List of Shareholders	Number of Shares (Shares)	% Shares
1	Mr. Siritaj Rojanapruk	15,476,913,911	20.46%
2	Mr.Theerapat Singhavanich	11,680,000,000	15.44%
3	Mr. Wiroj Wachiradechkul	6,582,800,000	8.70%
4	Mr.Pakorn Mongkoltada	6,000,000,000	7.93%
5	General Insurance Fund	1,570,000,000	2.08%
6	Thai NVDR Company Limited	1,436,834,454	1.90%
7	Mr.Sombat Panichcheva	1,412,043,300	1.87%
8	Mr.Chairat Kovitmongkol	1,400,000,000	1.85%
9	Mr. Wiroj Engpaiboon	1,319,748,100	1.74%
10	Mr.Mongkol Oonjittikul	1,140,920,000	1.51%

### Shareholder Structure after the offering of newly issued ordinary shares to private placement

No.	List of Shareholders	Number of Shares (Shares)	% Shares
1	Mr. Siritaj Rojanapruk	15,476,913,911	14.65%
2	Ms. Aura-orn Akrasanee	15,001,000,000	14.20%
3	Mr.Theerapat Singhavanich	11,680,000,000	11.06%
4	Mr. Wiroj Wachiradechkul	6,582,800,000	6.23%
5	Ms. Phantipa Netiphat	6,500,000,000	6.15%
6	Mr.Pakorn Mongkoltada	6,000,000,000	5.68%
7	Mr. Pichet Permsubhirunya	5,000,000,000	4.73%
8	Mrs. Sunanta Singansern	3,500,000,000	3.31%
9	General Insurance Fund	1,570,000,000	1.49%
10	Thai NVDR Company Limited	1,436,834,454	1.36%

### 3. Objectives of the issuance of the newly issued shares and the plan to use the proceeds derived from the issuance

#### 3.1 Objectives

- (a) To be use as supportive capital for indirect subsidiaries that operates fully integrated securities and derivatives business that is in process of securities business license application. This will allow the company's indirect subsidiaries to obtain sufficient working capital and to meet certain qualification requirements from relevant regulators. The Company expects to allocate the fund in the amount of approximately THB 475 million to undertake such action within the fourth quarter of 2021 for approximately THB 125 million and within the first quarter of 2022 for approximately THB 350 million. However, such periods are subject to change in accordance with the procedures of relevant regulator.

In this regard, the Company expects that when its indirect subsidiary has obtained the license in operating securities business, expected to be able to generate income to the company within the third quarter of 2021. The revenue generation period is subject to change in accordance with the procedures of relevant regulators including the process of system development, which is necessary for running the business. However, if the fund is unable to raise under the plan, the company might consider of pursuing sources of fund from any other sources. In order to meet the requirement of relevant regulators, there might be a risk that duration of obtaining license and the Company's revenue recognition could be delayed from expected period.



- (b) The Company expects to allocate not more than THB 40 million of funds to reserve the proceed for the Company's working capital in order to increase financial liquidity and support the main business, related business, and new business of the Company and/or subsidiaries. The funds are expected to be allocated within 2022. However, the allocated amount and allotment period are subject to change in accordance with suitability and operation.
- (c) The Company expects to allocate not more than THB 25 million of funds to be used as supportive capital for expanding the main and related business. This will help expansion the Company and its subsidiaries in the future and also enhance stability of the Company and subsidiaries in their business operation in the long term. The funds are expected to be allocated within 2022. However, the allocated amount and allotment period are subject to change in accordance with suitability and operation.

### 3.2 The plan to use the proceeds derived from the issuance

The Company plans to use the proceeds from the issuance and offer for sale of newly issued ordinary shares through private placement to be used as the working capital for the business operation of the group company. The proceeds will also be used in related business expansion or business with additional fixed assets according to the Company's business plan in order to promote the stability of the Company's and subsidiaries' operation in the long-term.

## 4. Effects to the shareholders from the offer and sale of the newly issued shares by private placement

### 4.1 Control Dilution

After the issuance and offering for sale of the ordinary shares by private placement, in case where all shares are fully subscribed, the control dilution towards the existing shareholders are calculated as follows:

$$\text{Control Dilution} = Q_e / (Q_o + Q_e)$$

Whereas  $Q_o$  = the amount of the existing paid-up shares, equaling to 75,650,197,684 shares

$Q_e$  = the amount of additional shares from the offer for sale by private placement, equaling to 30,000,000,000 shares

$$\begin{aligned} \text{The dilution of shareholding proportion (Control Dilution)} \\ &= 30,000,000,000 / (75,650,197,684 + 30,000,000,000) \\ &= 28.40\% \end{aligned}$$

### 4.2 Price Dilution

$$\text{Price Dilution} = (P_o - P_e) / P_o$$

$$\text{Whereas } P_e = (P_o Q_o + P_e Q_e) / (Q_o + Q_e)$$

$P_o$  = Market value (weighted average cost of the ordinary shares of the Company on the Stock Exchange of Thailand (**SET**) for the past period of not less than 7 consecutive business days, but not exceeding 15 consecutive business days prior Board of Directors' Meeting held on 9 September 2021), equaling to THB 0.020 (that is the period between 19 August 2021 to 8 September 2021)

$P_e$  = the offering price of the newly issued shares by private placement, equaling to THB 0.018 per share

$Q_o$  = the amount of the existing paid-up shares, equaling to 75,650,197,684 shares

$Q_e$  = the amount of additional shares from the offer for sale by private placement, equaling to 30,000,000,000 shares

$$\begin{aligned} \text{Price Dilution} &= (0.020 - 0.018) / 0.020 \\ &= 2.81\% \end{aligned}$$

#### 4.3 Earnings Per Share Dilution

After the offering of the new ordinary shares in the Company's capital increase, there will be an Earnings Per Share Dilution.

Earnings Per Dilution =  $(EPS_o - EPS_e) / EPS_o$   
 Whereas  $EPS_o$  = Earnings Per Share Before the Offering  
 $EPS_e$  = Earnings Per Share After the offering

Earnings Per Share Dilution =  $(0.002 - 0.001) / 0.002$   
 = 28.40%

Whereby the Earnings Per Share Before the offering are calculated from:

= Net Profit / Number of Paid-up Shares  
 =  $152,338,443 / 75,650,197,648$   
 = 0.002

Whereby the Earnings Per Share After the offering are calculated from:

= Net Profit / (Number of Paid-up shares + Total number of new ordinary shares)  
 =  $152,338,443 / (75,650,197,648 + 30,000,000,000)$   
 = 0.001

Remark: Earnings Per Share before and after the offering are calculated based on net profit attributable to the parent company of the most recent 12 months from 30 June 2020 – 30 June 2021 from the Company's audited consolidated financial statements for the accounting period ending

When comparing with the benefits that the shareholders of the Company shall receive with the effects of the increase of registered capital for issuance and offering to private placement as detailed above, the Board of Directors has the opinion that the offering of newly issued ordinary shares to the private placement shall result in the Company having sufficient sources of funds for indirect subsidiary that operates fully integrated securities and derivatives business and also increasing financial liquidity and/or using as working capital to support the main business and related business in the Company's and subsidiaries business expansion.

### 5. Opinions of the Board of Directors on the capital increase

#### 5.1 Rationale and necessity for the capital increase

The board of directors of the Company is of the opinion that it is necessary for the Company to issue and offer for sale the newly issued ordinary shares by private placement because the Company would use the proceed receiving from issuing and allocating the ordinary shares to be the Company's source of fund in order to (a) use as supportive capital for indirect subsidiary that operates fully integrated securities and derivatives business that is in process of securities business license application. This will allow the company's indirect subsidiary to obtain sufficient working capital and to meet certain qualification requirements from relevant regulators (b) increase financial liquidity and be used as the funding and/or (c) use as working capital to support the main business and related business operation and also be used for supporting in the Company's and subsidiaries business expansion. Moreover, such proceed can also promote the Company's potential in enhancing the long-term Company's stability for the Company's and subsidiaries business operation. In this regard, increasing capital would be the positive impact to indirect subsidiaries and the growth and ability to generate the Company's profit without affecting the financial liquidity of the Company's including assisting the Company's to continue the business operation and be stable in financial status and capital base which could be beneficial to the Company's and its shareholders.

## 5.2 Feasibility of the plan to use the proceeds

The Company's estimated that the Company will receive the proceed from the issuance and offering shares to shareholders by private placement in the amount of THB 540,000,000, if all the person who are allocated the newly issued shares have paid up for their shares within December 2021. The Company has a plan to allocate the capital increase into 3 amounts as specified in Clause 3.1 "Objectives". Board of Directors have opinions on the allotment of fund usage as follows;

- (a) An indirect subsidiary that operates fully integrated securities and derivatives business that is in process of securities business license application, which currently requires capital to increase liquidity to be sufficient for expenses in operation. Currently, an indirect subsidiary is in the initial investment stage and need to increase customer base. An indirect subsidiary concerns about the period of securities business license application with relevant regulator which requires capital for every process. However, the Company has set a period of funds allotment in order to control funds usage of indirect subsidiary. Therefore, Board of Director has an opinion the plan is feasible according to the time frame and allotment of funds are sufficient for operation from the present until completion of securities business license application
- (b) The allotment of not exceeding THB 40 million fund is accepted by Board of Directors to be used as capital to support for future investment of the Company's core business, related business, and any other business expansions in the future of the Company and subsidiaries. In the amount of not exceeding THB 40 million reserve the proceed for the Company's working capital in order to increase financial liquidity and support the main business, related business, and new business of the Company and/or subsidiaries is sufficient and feasible since the funds can be used for operations in case of necessity and urgency, which can prepare the company to operate successfully.
- (c) The allotment of not exceeding THB 25 million fund is accepted by Board of Directors to be used as capital to support for future investment of the Company's core business, related business, and any other business expansions in the future of the Company and subsidiaries. In the amount of not exceeding THB 25 million is sufficient and feasible since the Company aims to increase potential of Company's business operation, therefore this fund would support the expansion of current business operation. Moreover, it could reassure shareholders and investors that the current business operation would be able to generate higher return.

## 5.3 Reasonableness of the capital increase, plan to use the proceeds derived from the offer for sale

The board of directors of the Company is of the opinion that this registered capital increase is reasonable due to the following reasons:

- (a) Enhance the Company's ability in investment in order to expand the scope of business operation of the Company to other type of businesses, to increase the value and reduce risks of the business of the Company, which will create stability for business operation of the Company in the long term.
- (b) Enhance the Company's financial structure due to the D/E ratio improvement which will support the Company's ability to borrow from commercial banks in the future.
- (c) Enhance the Company's flexibility in relation to its finance for operation in the future.
- (d) Be reserved as the working capital of the Company.

**5.4 Appropriateness of the offering price of newly issued ordinary shares through private placement and the rationale of price determination**

The Company adopt volume-weighted average price method (VWAP) in determining newly issued ordinary shares. The method is straightforward and reflect the company's intrinsic share value traded in Stock Exchange of Thailand. Moreover, the company requires fund resource for business expansion after the aforementioned policy. The company hence requires determining price of newly issued ordinary shares that is attractive to investors. Accordingly, Board of Directors recommended price of newly issued ordinary share to a private placement at the price of 0.018 THB per share, which is 10% discounted from market weighted average price in the latest 15 traded dates in Stock Exchange of Thailand prior to meeting date (Board of Director meeting No. 10/2021, which propose an agenda of The Extraordinary General Meeting of Shareholders to consider and approve the Company's issuance and offer sale of newly issued ordinary shares of the Company (between 30 November 2021 to 16 December 2021)). Board of Director has considered the best interest of the company and consider that the discount from market price is appropriate as it is lower than 10% discount comparing to market price.

**5.5 Potential impact which may occur to the business operation, financial position and management of the Company resulting from capital increase and the plan to use the proceeds**

If the Company is able to issue and allocate the newly issue shares this time in full, it will help to enhance the financial status of the Company. The Company will be able to use such proceed to expand its investment into new businesses which will cause the Company to have stable income in the future.

**5.6 Potential impact which may occur to the Company resulting from capital increase and the plan to use the proceeds**

Issuance and allotment of additional ordinary shares under a general mandate for private placement will allow the company to raise fund within short period of time, to maintain sufficient cash flow for increasing financial liquidity, to be source of working capital of company's operation, and to be able to support future business expansion. All of which will lead to positive impact on operation, financial position and performance of the company.

**6. Representation of Board of Directors**

The board of director has carefully considered and inspected the relevant information of the investor and is of the opinion that such persons have high potential in investment and are able to invest in the Company.

**7. Representation of Board of Directors regarding the capital increase**

In case where any directors of the Company do not comply with their duties according to the laws, purpose and the Company's Article of Association including the resolution of the shareholders' meeting, faithfully and carefully, to uphold the benefit of the Company regarding the capital increase by acting or omitting from acting in any manner which causes damage to the Company. The Company may claim for damages from such director. If the Company does not claim for such damages, the shareholders, holding the shares in aggregate of not less than 5% of the issued and sold shares, may ask the Company to claim for the damages. If the Company does not proceed accordingly, such shareholders may claim for damages on behalf of the Company according to Section 85 of Public Company Act. B.E. 2535 (including the amendments). Furthermore, any action or omission of any director of their duties does not comply with the laws, objectives and the Company's Article of Association including the resolution of the shareholders' meeting, faithfully and carefully, regarding the capital increase by acting or omitting from acting in any manner which causes any illegal benefit to the director, executive, or other related person, the Company may claim the director for such illegal benefit or the shareholders, holding shares in aggregate of not less than 5% of the issued and sold

shares, may ask the Company to do so. If the Company does not proceed with the shareholders' request within 1 month from the date of such notification, such shareholders may claim for such illegal benefits on behalf of the Company from such director according to Section 89/18 of Securities and Exchange Act. B.E. 2535 (including the amendments).

Please be informed accordingly

Sincerely yours,

(Mr. Kritsada Pruitipat)  
Acting Chief Executive Officer  
News Network Corporation Public Company Limited