

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 increase of capital and the amendment of the Memorandum of Association, and the offering for sale by private placement.

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 registered capital increase of the Company by THB 30,000,000,000 from the existing registered capital of THB 160,872,208,595 to the new registered capital of THB 190,872,208,595, 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 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	190,872,208,595 Baht (One hundred ninety billion and eight hundred seventy two million and two hundred eight thousand five hundred ninety five Baht)
	Divided into	190,872,208,595 shares (One hundred ninety billion and eight hundred seventy two million and two hundred eight thousand five hundred ninety five shares)
	Par value per share	1 Baht (one Baht)
	Divided as follows	
	Ordinary share	190,872,208,595 shares (One hundred ninety billion and eight hundred seventy two million and two hundred eight thousand five hundred ninety five Baht)
	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**).

2. 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 0.0180, 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
Total		13,898,374,300	277,684,642
Volume-Weighted Average Price of 15 Business Day (THB/Share)			0.019980
90 percent of 15 Business Day VWAP (THB/Share)			0.017982

- 2.1 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 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.
3. 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 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.

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**).

4. 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.
5. Determined the date of the Extraordinary General Meeting of Shareholders No. 1/2021 to be hold on 24st 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 registered capital increase of the Company by THB 30,000,000,000 from the existing registered capital of THB 160,872,208,595 to the new registered capital of THB 190,872,208,595 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 3 To consider the approval of the allocation of the newly issued ordinary shares by private placement.

Agenda 4 Other business (if any).

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

Sincerely yours,

(Mr. Kritsada Pruittipat)
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

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 capital increase and the allocation of newly issued shares as follows:

1. Capital increase

- 1.1 The Board of Directors’ Meeting resolved to approve the registered capital increase of the Company from THB 160,872,208,595.00 to THB 190,872,208,595, 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 1 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	0.0180	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	-	0.0180	Please see remark 3	Please see remarks 1 – 3
Ms. Phantipa Netiphat	6,500,000,000	-	0.0180		
Mr. Pichet Permsubhirunya	5,000,000,000	-	0.0180		
Mrs. Sunanta Singsansern	3,500,000,000	-	0.0180		

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 0.0180 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.*
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 24st 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 million. 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.
- 5.2. 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.
- 5.3. 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.

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

No.	Procedures	Date/Month/Year
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 No.1/2021	24 November 2021
4.	Registration of the meeting's resolution by Extraordinary General Meeting of Shareholders No.1/2021 regarding registered 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 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

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 160,872,208,595 to the new registered capital of THB 190,872,208,595 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 Singansern. 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 Singansern 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 0.0180 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 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.

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 Singansern ("**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.

Holding Company Shares Information: Hold Company's shares for 1,000,000 shares which is accounted as 0.0013% 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

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

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.

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 0.0013% of paid-up shares of the Company as described above, the Company does not have any relationship with the 4 specific investors

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 Singsansern	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%

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.

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.
- (b) 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.
- (c) 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.

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

Price Dilution = $(P_o - P_E) / P_o$

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 0.01988 (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 0.0180 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

Price Dilution = $(0.0199 - 0.0194) / 0.0199$
= 2.81%

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 increase financial liquidity and be used as the funding and/or 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 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.

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