

OM6504002

22 April 2022

Subject: Notification of the resolutions of the Annual General Meeting of Shareholders of the year 2022

To: Director and Manager

The Stock Exchange of Thailand

News Network Corporation Public Company Limited ("The Company") had held the Annual General Meeting of Shareholders of the year 2022 on 22 April 2022 at 14.00 hours in the form of electronic meeting (E-Meeting) according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws at News' Meeting Room, 333 Lao Peng Nguan 1 Tower, 27th Floor Zone A, Soi Choeiphuang, Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900. There were 6 shareholders attending the meeting in person and 27 shareholders attending by proxy, totaling 33 shareholders, representing a total of 45,032,475,480 shares or equivalent to 42.6241 percent of the total number of sold shares of the Company. The quorum was thus constituted in accordance with the Articles of Association of the Company. The Company therefore wishes to notify the significant resolutions to the Stock Exchange of Thailand as follows:

1. Certified the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 held on 14 December 2021 with a majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approved	45,032,475,480	votes,	equivalent to	100.0000	%
Disapproved	0	votes,	equivalent to	0.0000	%
Abstained	0	votes,	equivalent to	0.0000	%
Voided	0	votes,	equivalent to	0.0000	%

2. To acknowledge the Company performance for fiscal year 2021. No vote is required for this agenda.

3. To approve the Company's Financial Statements for the year 2021 ended 31 December 2021 with a majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approved	45,032,475,480	votes,	equivalent to	100.0000	%
Disapproved	0	votes,	equivalent to	0.0000	%
Abstained	0	votes,	equivalent to	0.0000	%
Voided	0	votes,	equivalent to	0.0000	%

4. To approve for no dividend payment and non-allocation of profit for the year 2021 with a majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approved	45,032,475,480	votes,	equivalent to	100.0000	%
Disapproved	0	votes,	equivalent to	0.0000	%
Abstained	0	votes,	equivalent to	0.0000	%
Voided	0	votes,	equivalent to	0.0000	%

5. To approved the appointment of 3 directors who must retire by rotation, namely 1) Mr. Pinit Wuthipand 2) Air Marshal Chartchai Rodboonpha and 3) Mr. Kosol Phosuwan to be re-elected as director and independent director of the Company for another term and to approved the appointment of Mr. Chirayu Chueyam as a new director with the votes that the meeting voted to elect individual directors as follows:

5.1 Mr. Pinit Wuthipand was approved with a majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approved	45,032,475,380	votes,	equivalent to	100.0000	%
Disapproved	100	votes,	equivalent to	0.0000	%
Abstained	0	votes,	equivalent to	0.0000	%
Voided	0	votes,	equivalent to	0.0000	%

5.2 Air Marshal Chartchai Rodboonpha was approved with a majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approved	45,032,475,480	votes,	equivalent to	100.0000	%
Disapproved	0	votes,	equivalent to	0.0000	%
Abstained	0	votes,	equivalent to	0.0000	%
Voided	0	votes,	equivalent to	0.0000	%

5.3 Mr. Kosol Phosuwan was approved with a majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approved	45,032,475,480	votes,	equivalent to	100.0000	%
Disapproved	0	votes,	equivalent to	0.0000	%
Abstained	0	votes,	equivalent to	0.0000	%
Voided	0	votes,	equivalent to	0.0000	%

5.4 Mr. Chirayu Chueyam was approved with a majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approved	45,032,475,480	votes,	equivalent to	100.0000	%
Disapproved	0	votes,	equivalent to	0.0000	%
Abstained	0	votes,	equivalent to	0.0000	%
Voided	0	votes,	equivalent to	0.0000	%

6. To Approve of the remuneration of the Company's directors and sub-committees. At the same rate as in 2021, details of monthly remuneration and meeting allowance are as follows:

<u>Directors' remuneration is paid monthly.</u>	
Chairman	35,000.00 Baht/Month
Non-Executive Director	30,000.00 Baht/Month
Executive Director	none
<u>Meeting allowance paid per time</u>	
<u>Board meeting allowance</u>	
Non-Executive Director	none
Executive Director	5,000.00 Baht/Month
<u>Meeting allowance of the Audit Committee</u>	
Chairman	7,000.00 Baht/Month
Director	5,000.00 Baht/Month
<u>Meeting allowance of the Nomination and Remuneration Committee</u>	
Chairman	7,000.00 Baht/Month
Director	5,000.00 Baht/Month
<u>Meeting allowance for the Risk Management Committee and other committees</u>	
Chairman	7,000.00 Baht/Month
Director	5,000.00 Baht/Month
<u>Director's Pension</u>	no approval

The Annual General Meeting of Shareholders resolved to approve the remuneration of the Board of Directors for the year 2022 with a vote of not less than two-thirds of the total votes of the shareholders attending the meeting and having the right to vote, detailed as follows:

Approved	45,032,475,480	votes,	equivalent to	100.0000	%
Disapproved	0	votes,	equivalent to	0.0000	%
Abstained	0	votes,	equivalent to	0.0000	%
Voided	0	votes,	equivalent to	0.0000	%

7. To approved the appointment of auditors from CWWP Company Limited, namely Ms. Waraporn Inthaprasit Certified Public Accountant Registration Number 7881 or Ms. Chonthicha Lertwilai Certified Public Accountant Registration Number 12258 or Ms. Waraporn Phanphakdeenupong Certified Public Accountant Registration No. 12261 or Ms. Ratchanok Jenuwan, Certified Public Accountant Registration Number 13765, are the auditors of the Company and the Group and determine the audit fee of the Group for the year 2022 in the amount of not more than 2,360,000 baht, which is part of the company, in the amount of 1,140,000 baht, excluding miscellaneous expenses incurred during the course of work with a majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approved	45,032,475,480	votes,	equivalent to	100.0000	%
Disapproved	0	votes,	equivalent to	0.0000	%
Abstained	0	votes,	equivalent to	0.0000	%
Voided	0	votes,	equivalent to	0.0000	%

8. To approved the issuance and offering of warrants to purchase newly issued ordinary shares of News Network Corporation Public Company Limited No. 7 (NEWS-W7) (“W7 warrants”) in the amount of 52,825,098,824 units, which will be allocated to to the existing shareholders at the rate of 2 existing shares per 1 warrant The exercise ratio of 1 unit of warrant is entitled to purchase 1 ordinary share at a price of 0.05 baht. The term of the warrant is not more than 2 years, with the preliminary, details as follows:

Type of Securities	:	Warrant to purchase ordinary shares of News Network Corporation Public Company Limited No. 7 (NEWS-W7) (the “Warrants W7”)
Type of Warrants	:	Name-specified and transferable
Number of Warrants Issued and Offered	:	52,825,098,824 units
Offering Price per Unit	:	Baht 0 (Zero Baht)
Exercise Ratio	:	1 unit of the Warrant has a right to purchase 1 ordinary share. The exercise ratio is subject to change in accordance with the conditions for right adjustment.
Exercise Price	:	Baht 0.05 per share. The exercise price is subject to change in accordance with the conditions for right adjustment.
Date of Issuance	:	6 May 2022 and/or any other date determined by the Board of Directors
Term of Warrants	:	2 years from the date of the issuance of the Warrant
Allocation Method	:	The existing shareholders of the Company will be allocated the Warrants at the ratio of 2 ordinary shares to 1 unit of the Warrants. In this regard, the Company will determine the date specifying the list of shareholders entitled to be allocated the Warrants W7 (Record Date) on 29 March 2022 and assign the Board of Directors of the Company to have authority to consider cancelling or determining the date specifying the list of shareholders entitled to be allocated with the Warrant W7 proportionate to their respective shareholdings (Record Date) as deemed appropriate by significantly considering the benefit and impact on the Company. In this regard, the allocation of Warrants W7 is still uncertain as it needs to obtain the approval from the Annual General Meeting of Shareholders of the year 2022 In the calculation of Warrant allocation to the existing shareholders, if there is any share fraction from such calculation based on the Warrant

		<p>allocation ratio, such fraction shall be discarded.</p> <p>In case that there is any Warrant fraction derived from the calculation of Warrant allocation based on the allocation ratio, such fraction shall be discarded. And if there are any Warrants remaining after the allocation, the Company will further proceed to cancel those remaining Warrants.</p>
Exercise Period	:	<p>Warrant holders will be able to exercise their rights on the last business day of December every year. Except for the last exercise date shall be the date of the end of two years from the issuance and offering of the Warrants.</p> <p>In case that any exercise date does not fall on a business day of the Company, such date shall be moved to a business day prior to such exercise date. The Company will not extend the term of the Warrants and there is no requirement demanding the Warrant holders to be able to exercise their rights prior to the exercise date.</p>
Secondary Market for the Warrant	:	<p>The Company shall list the Warrants on the Stock Exchange of Thailand (the "SET")</p>
Others	:	<p>The Company's Board of Directors and/or the Chief Executive Officer and/or the persons authorized by the Company's Board of Directors and/or the Chief Executive Officer are empowered:</p> <ol style="list-style-type: none"> (1) to determine and amend any other necessary and appropriate conditions and details in connection with the issuance and offering of the Warrants, such as details of the offering etc.; and (2) to execute application forms, necessary supporting evidence documents relevant to the issuance of the Warrants, including to contact and to file such as application forms, supporting evidence documents to the government agencies or competent authorities concerning the Warrant issuance and the listing of the Warrants on the SET; and (3) to take any other actions which are deemed necessary and appropriate for the issuance and allocation of the Warrants.

The shareholders' meeting resolved to approve with a majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approved	45,032,475,480	votes,	equivalent to	100.0000	%
Disapproved	0	votes,	equivalent to	0.0000	%
Abstained	0	votes,	equivalent to	0.0000	%
Voided	0	votes,	equivalent to	0.0000	%

9. To approval of the Company's registered capital increase 52,825,098,824 baht from the original registered capital of 105,650,197,648 baht to a new registered capital of 158,475,296,472 baht by issuing new ordinary shares in the amount of 52,825,098,824 shares with a par value of 1 baht per share to support the issuance and offer for sale of W7 warrants and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase in registered capital of the Company including the delegation of relevant powers with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote, detailed as follows:

Approved	45,032,475,480	votes,	equivalent to	100.0000	%
Disapproved	0	votes,	equivalent to	0.0000	%
Abstained	0	votes,	equivalent to	0.0000	%
Voided	0	votes,	equivalent to	0.0000	%

10. To approved the allocation of 52,825,098,824 newly issued ordinary shares with a par value of 1 baht per share to support the issuance and offering of W7 warrants allocated to the existing shareholders of the Company in proportion to their shareholding. without charge at the rate of 2 existing shares per 1 warrant and set the exercise price of the warrants equal to 0.05 baht and assigned to the Board of Directors and/or Chief Executive Officer and/or persons assigned by the Board of Directors and/or Chief Executive Officer is the person having the authority to consider Amendment and change the conditions and details related to the issuance and allocation of such newly issued ordinary shares as offered in all respects with a majority vote of the shareholders attending the meeting and casting their votes, detailed as follows:

Approved	45,032,475,480	votes,	equivalent to	100.0000	%
Disapproved	0	votes,	equivalent to	0.0000	%
Abstained	0	votes,	equivalent to	0.0000	%
Voided	0	votes,	equivalent to	0.0000	%

Please be informed accordingly.

Sincerely yours,

(Mr. Kritsada Pruittipat)
Chief Executive Officer