

(Translation)

## Minutes of the 2024 Annual General Meeting of Shareholders

Via electronic media (E-AGM)

News Network Corporation Public Company Limited

Time and Place

Meeting on Tuesday, 30 April 2024 at 14.00 hours. via electronic media (E-AGM) only one channel. Under the Emergency Decree on Meetings via Electronic Media B.E. 2020 (including additional amendments) and related regulations, broadcast live at the Company's meeting room, 944 Mitrtown Office Tower, 28th Floor, Units 2807-2810, Rama 4 Road, Wangmai, Pathumwan, Bangkok 10330, Thailand, which the meeting was recorded in the form of video media.

Mr. Baakban Boonlert, Chairman of the board acting as the chairman of the meeting ("Chairman") welcoming the shareholders proxy and all attendees who attended the 2024 Annual General Meeting of Shareholders via electronic media (E-AGM) and introduced the board of directors, executives, auditors, and consultants of the Company and those attending the meeting as follows:

Directors attending the meeting (via electronic media)

1. Mr. Baakban Chairman of the Board of Directors / Chairman of the Meeting

Directors attending the meeting (at the company's conference room)

1. Mr. Kusol Sangkananta Vice Chairman / Chairman of the Risk Management Committee and Nomination and Remuneration Committee
2. Mr. Kosol Phosuwan Independent Director and Chairman of the Audit Committee
3. Mr. Pinit Wuthipand Independent Director and Audit Committee Member
4. AM Chartchai Rodboonpha Independent Director / Audit Committee Member and Chairman of the Nomination and Remuneration Committee
5. Mr. Pipat Chanasongkram Director / Risk Management Committee member and Nomination and Remuneration Committee
6. Mr. Kritsada Pruittipat Director / Risk Management Committee Member / Chairman of the Investment Committee and Chief Executive Officer
7. Miss Pavalin Limthongchai Director
8. Mr. Pitipong Sirikiatyotin Director
9. Mr. Teetawat Limpisuk Director

A total of 10 directors attended the meeting out of a total of 10 people, representing a proportion of meeting attendance equal to 100 percent of all directors.

### Meeting Attendance

1. Miss Chonthicha Lertwilai Certified Public Accountant, C.W.W.P. Company Limited
2. Mr. Worawat Wassanon Independent Financial Advisor, Avantgarde Capital Company Limited
3. Rittichai Ngodngam Legal Advisor, Prowess Law Company Limited
4. Mr. Kamin Chetcharungwong Financial Advisor, Black Treasures Company Limited
5. Miss Supitcha Chumphusueb Financial Accounting Manager
6. Miss Wanida Rijirawanich Company Secretary / Meeting Minute Recorder

At the 2024 Annual General Meeting of Shareholders, the Company assigned OJ International Company Limited to perform registration, inspection, and vote counting at the meeting. Including organizing a meeting system via electronic media (E-AGM).

The Company has specified a list of shareholders who have the right to attend the 2024 Annual General Meeting of Shareholders (Record Date) according to the Securities and Exchange Act B.E. 2535 (Section 89/26) is 4 April 2024. The Company has 23,447 shareholders in total. Number of shares: 105,650,197,648 shares with a par value of 1 baht per share, consisting of 23,439 Thai shareholders, totaling 105,624,569,048 shares, accounting for 99.98 percent of the total number of shares and 8 foreign shareholders, totaling 25,628,600 shares, accounting for 0.02 percent of the total number of shares. For this general meeting of shareholders, the Company sent a meeting invitation letter to all shareholders and published on the Company's website Not less than 14 days before the meeting date.

Miss Ubonwan Songsuk was then assigned to act as the meeting facilitator ("The Meeting Facilitator") explained the company information and important information of the meeting According to the Company's good corporate governance policy concerning the fair and equal care of shareholders' rights that the Company has always practiced for shareholders to acknowledge before the meeting began, as follows:

1. The Company has given shareholders an opportunity to nominate individuals. To enter the process of selecting directors In place of directors who must retire from office upon completion of their term and propose the agenda for the 2024 Annual General Shareholders' Meeting in advance of the meeting date. To be considered for election as a company director. According to the criteria set by the company and propose matters for consideration as agenda items, which the company has published on the Company's website at [www.newsnetwork.co.th](http://www.newsnetwork.co.th). Between 15 December 2023 and 15 January 2024, it appears that there were no shareholders. Nominate individuals to be considered for election as company directors and there are no shareholders Propose matters for consideration and set the agenda for the 2024 Annual General Meeting of Shareholders.

2. The Company has provided an opportunity for shareholders to submit questions in advance for the 2023 Annual General Meeting of Shareholders via email: [ir@newsnetwork.co.th](mailto:ir@newsnetwork.co.th). Between 11 - 25 April 2024, it appears that there was 1 person who sent questions in advance. The company answered the questions in advance according to the relevant agenda.

3. The Company has provided opportunities for shareholders. Independent directors can be given proxies to attend meetings via electronic media (E-AGM) and vote on behalf of shareholders. The "independent directors" assigned by the company to be proxies from shareholders this time are: 1) Mr. Pinit Wuthipand, independent director and member of the audit committee and 2) AM Chartchai Rodboonpha, independent director, member of the audit committee and Chairman of the Nomination and Remuneration Committee whose brief history appears in Attachment No. 3 in the meeting invitation letter that has been sent to shareholders.

4. Voting procedures in the Company's shareholders' meeting shall be in accordance with the Company's regulations, Section 4, "Shareholder Meetings," Section 28, Section 29, Section 30, and Section 31, which are attached to the meeting invitation letter. Let shareholders know in advance as follows:

**Article 28** In the shareholder meeting, the Chairman of the board shall sit as chairman of the meeting. If there is no Chairman of the Board or the Chairman of the Board does not attend the meeting. If there is a Vice chairman, The Vice Chairman shall be the Chairman. If there is no vice president or but are unable to perform their duties. The meeting shall elect any shareholder who attended the meeting to be the chairman of the meeting.

**Article 29** On voting One share is entitled to one vote. Voting must be done openly.

**Article 30** The resolution of the shareholder meeting shall consist of the following votes:

(1) In normal cases, a majority vote of shareholders is required who come to the meeting and vote. If there are equal votes The chairman of the meeting shall cast an additional vote as the deciding vote.

(2) In the following cases A vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote is required.

(a) Sale or transfer of the entire business of the company or some important part to another person.

(b) Purchasing or accepting transfer of business of another company or a private company becomes a company.

(c) Making, amending or terminating contracts regarding the rental of all company business. or some important part Assigning another person to manage the company's business or a merger with another person The objective is to share profits and losses.

(d) Amendments to the memorandum or regulations.

(e) Increasing or decreasing the capital of the company or issuance of bonds.

(f) Merger or dissolution of companies.

(g) Any other matter as specified by law.

Article 31 The matters that the annual general meeting should do are as follows:

- (1) Consider the report of the committee presented to the meeting. Shows the results of the Company's operations in the past year.
- (2) Consider and approve the balance sheet and profit and loss account of the past fiscal year.
- (3) Consider allocation of profits and allocate money as a reserve fund.
- (4) Election of directors to replace those who retire by rotation and determine their remuneration.
- (5) Appoint auditors and determine remuneration.
- (6) Other businesses

For this 2024 Annual General Meeting of Shareholders, registration information as of the meeting opening time of 14.01 hours, there were a total of 32 shareholders attending the meeting, divided into 1 person attending the meeting in person and 1 person attending the meeting by proxy 31 people, counting the total number of shares 44,246,995,680 shares, accounting for 41.8807 percent of the company's total sold shares. Which is more than one-third (1/3) of the total number of shares sold. A quorum was formed. According to the Public Company Limited Act, B.E. 2535, Article 103 and the Company's Articles of Association, Article 28, which states that there must be shareholders. and proxy Attending the meeting were not less than 25 people or not less than half of the total number of shareholders and there must be shares totaling not less than one-third of the total number of shares sold.

Before entering the agenda, The meeting facilitator informed shareholders and/or proxies that at this meeting, the Company will collect, use and disclose personal information of all meeting participants for recording and preparing meeting minutes Meeting management and explained the methods and criteria for the meeting as follows:

1. In voting at the meeting, shareholders and/or proxie. There will be votes equal to the number of shares they holds and/or receives as a proxy, considering that 1 share is equal to 1 vote.
2. Shareholders and/or proxies have the right to vote to agree, disagree or abstain in one way only, except in the case of a custodian who can separate the votes.
3. Voting results Votes will be determined using the number of shares of the most recent meeting attendees. Therefore, there may be unequal votes in each agenda.
4. Cases that will be considered invalid cards mean cases where shareholders and/or proxies Showing unclear intentions in the electronic ballot, such as voting in more than 1 box in the electronic ballot or there is separate voting.

The voting counting criteria mentioned above will be the same for every agenda. Except for Agenda 5, "Consideration and approval of appointment of directors to replace directors who must retire by rotation," voting will be used to elect individual directors. For transparency and in line with good corporate governance policy.

Rules, voting methods, vote counting, and how to ask questions, or express opinions as follows:

1. The Company will present various matters to the meeting for consideration as specified by the Company's regulations and in the order of the agenda specified in the meeting invitation letter. Information will be presented in each agenda and provide opportunities for shareholders to ask questions before voting and the results will be reported to the meeting once the counting of votes for that agenda has been completed in order.

2. In voting to shareholders and/or proxies select the agenda you want to vote on. Then press the "vote" button. The system will display 3 fields for voting: agree, disagree, and abstain from voting.

For proxies who received proxies from many shareholders the system will display all names of those who have been granted a proxy. Voting will be done separately for each user account.

To cancel voting, press the "Cancel Voting" button. For any shareholders and/or proxies who do not vote within the specified time, the Company will assume that you agree with that agenda and voting. Vote Editing can be made until notification of the closing of voting for that agenda. The Company gives voting time 1 minute (60 seconds) and when the voting results for each agenda are closed. The results of that agenda will be announced to the meeting later.

The Company has counted the votes that the grantor has cast in the proxy form and recorded such votes in advance. Once registered to attend the meeting.

1. In the case of those receiving proxies from many shareholders Press to select the menu. "User Account" and press the "Change Account" button to access the accounts of other shareholders. The system will not remove votes from the meeting base.

2. In the case that shareholders and/or proxies wish to leave the meeting before voting on any agenda item is closed, such person's vote will not be counted as a quorum for that agenda item or the remaining agenda unless the shareholder or proxy returns to attend the meeting and continue to vote on the remaining agenda items.

3. For asking questions or expressing opinions before voting on each agenda, the Company will give shareholders and/or proxies an opportunity to vote. Ask questions or express opinions on issues related to that agenda as appropriate. By shareholders and/or proxies, You can type the desired question and click to send questions into the system. The Company will answer questions on the agenda related to that question. However, if there are a large number of questions sent, the company reserves the right to consider selecting questions as appropriate.

Start a meeting

Mr. Baakbun Boonlert, Chairman of the Board Acting as the chairman of the meeting (the "Chairman"), Opening speech for the 2024 Annual General Meeting of Shareholders by assigning the Meeting facilitator. Present details on each meeting agenda as follows:

**Agenda 1** To certify the minutes of the 2023 Annual General Meeting of Shareholders

The meeting facilitator explained to the meeting that, The Company has prepared the minutes of the 2023 Annual General Meeting of Shareholders, held on 28 April 2023, and submitted the copy of the minutes of such meeting to the Stock Exchange of Thailand (“SET”) and related agencies within the timeline as prescribed by law, as well as disclosed on the Company’s website, the details of which are shown in the copy of the minutes of the 2023 Annual General Meeting of Shareholders was sent to all shareholders along with this meeting invitation letter according to Enclosure 1.

The Board has considered and viewed that the minutes of the 2023 Annual General Meeting of Shareholders, held on 28 April 2023, were recorded correctly and completely in accordance with the resolution of the meeting. Therefore, it is deemed appropriate to propose that the general shareholders' meeting certify such minutes of the shareholders' meeting.

The Chairman gave shareholders an opportunity to ask questions and express additional opinions.

There were no shareholders asking questions or giving additional opinions.

The resolution on this agenda shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution** : The meeting considered It was resolved to certify the minutes of the 2023 Annual General Meeting of Shareholders on 28 April 2023 with a unanimous vote as follows.

To approved the minutes of the 2023 Annual General Meeting of Shareholders on 28 April 2023, with unanimous votes as follows:

Approved	44,271,995,780	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	%

**Note** : During the clarification of Agenda 1, there were 2 additional shareholders attending the meeting, counting 25,000,100 shares, making a total of 34 shareholders attending the meeting in person and by proxy, counting the total number of shares 44,271,995,780 shares, accounting for 41.9043 percent of total shares sold.

**Agenda 2** To acknowledge the report of the 2023 Company’s annual operating results

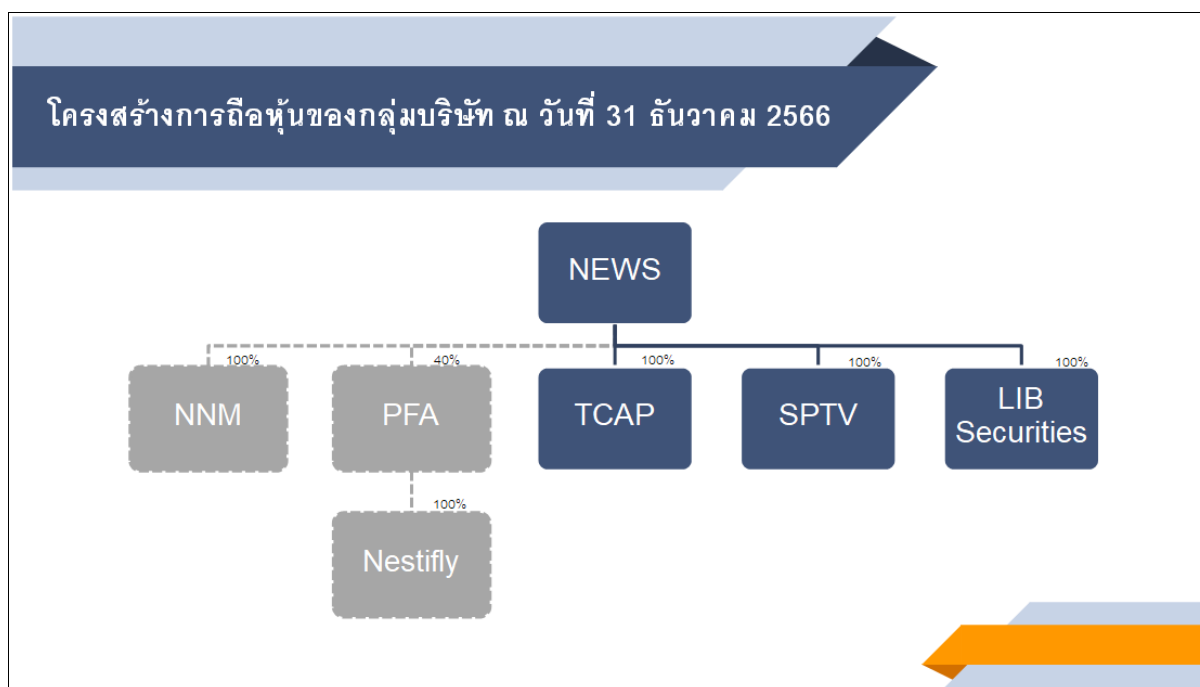
The meeting facilitator explained to the meeting that, In order for shareholders to be informed of the Company's operating results for 2023, the Company has summarized the operating results for the past year. The details appear in the 2023 annual information form (Form 56-1 One Report) in QR Code format, which has been sent to all shareholders along with this meeting invitation letter according to the attachments in order. 2. In this matter, the committee has considered It is deemed appropriate to propose to the general meeting of shareholders to acknowledge the Company's operating results for the year 2023.

The meeting facilitator invited Mr. Kritsada Phrutipat, Chief Executive Officer and Ms. Supitcha Chumphusueb, Financial Accounting Manager reports the operating results for the year 2023 and important changes that occur in the year 2023 to the meeting for acknowledgment.

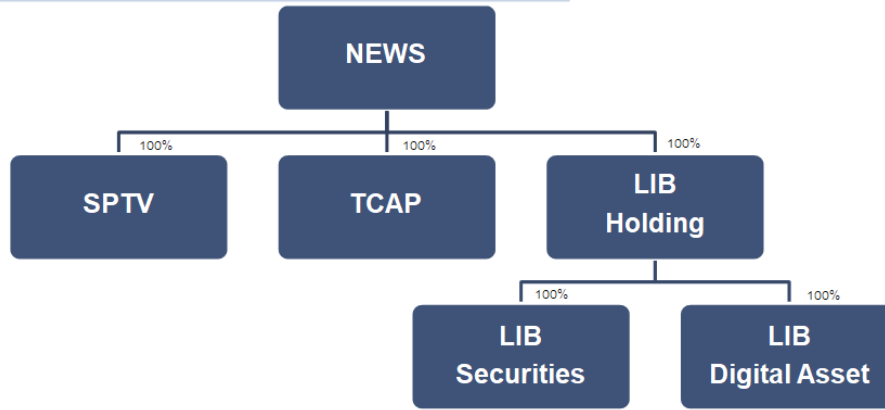
Mr. Kritsada Phrutipat, Chief Executive Officer reported to the meeting that News Network Corporation Public Company Limited (“NEWS”) was registered as a juristic person under the Public Limited Companies Act on 23 March 2004, and began operating the business of selling, installing, and developing information systems in the field of software. Including providing advice on developing a comprehensive information technology system.

Later, the Company expanded its business to the media business. However, due to the problem of rapid changes in digital technology affecting advertising spending in print media, the Company has adjusted the structure within the Company’s business group. The business plan has been adjusted from the media business to focusing on investment in the integrated securities business. Financial technology business (FINTECH) and other supporting or related businesses.

The Company has gradually sold investments in companies that are not related to its core business. The shareholding structure of the group of companies before and after is as follows:



## โครงสร้างการถือหุ้น NEWS ณ ปัจจุบัน




Currently, the Company's shareholding structure focuses on investment in integrated securities business and financial technology business (FINTECH). The Company intends to be a Social Investment Platform that answers the needs of all asset classes for investors. Which can be invested in a single application The products of Liberator Securities are as follows:

## LIBERATOR TIMELINE

**21 NOVEMBER 2022**







# LIBFAM MODEL


## ค่าธรรมเนียมแบบเหมาจ่าย

**TRANSPARENT CHARGING**

People need greater “clarity” of what they are getting for their money so they can plan properly

**FLAT FEE**

More “personalized” investment experience



<b>LIBFAM Subscription Model</b> เทรดหุ้นเหมาจ่ายรายเดือน ไม่มีค่าธรรมเนียม			
*สมาชิกใหม่ ฟรี 3 เดือนแรก			
	<b>PACK S</b>	<b>PACK M</b>	<b>PACK L</b>
LIBFAM Stock เหมาจ่ายหุ้นไทย มูลค่าการเทรดต่อเดือน	<b>499</b> ไม่เกิน 5 ล้านบาท	<b>999</b> ไม่เกิน 15 ล้านบาท	<b>3,999</b> Unlimited
LIBFAM Derivative เหมาจ่ายอนุพันธ์ จำนวนสัญญาต่อเดือน	<b>999</b> ไม่เกิน 200 สัญญา	<b>2,999</b> ไม่เกิน 600 สัญญา	<b>9,999</b> Unlimited
LIBFAM US เหมาจ่ายหุ้นอเมริกา		<b>999</b>	
*ราคานี้ยังไม่รวมภาษีมูลค่าเพิ่ม 7% และ REGULATOR FEE			
<b>สิทธิพิเศษ LIBFAM</b>			
SPECIAL RESEARCH CONTENT		Yes	
Event		Early Booking / Special Seat / LIVE	
LIB on PC		Special Feature (Advanced Condition Order / Stock Screener / Workspace)	
LIB Academy		Premium Feature	
<b>LIBFAM แพคเกจ L แบบรายปี</b> พร้อมรับสิทธิพิเศษเพิ่มเติม			
IPO		จัดสรรรอบแรก	
SPECIAL FEATURE		ถอนเงินด่วน max 500,000 บาทต่อวัน	
iFIS INTERNET		Yes	

## THE GAIN by SuperTrader X Liberator



โปรเจกต์ "THE GAIN" จากความร่วมมือของ SuperTrader X Liberator ถือได้ว่าเป็นโครงการหุ้นที่สุคของปี 2024 รวบรวมผู้มากประสบการณ์ในวงการหุ้นกว่า 30 คน มาร่วมแชร์ประสบการณ์ให้ความรู้เรื่องการลงทุนแบบครบเครื่องในทุกสินทรัพย์ตลอดปี 2024 นี้ เริ่มเปิดบ้านและเรียนรู้ไปพร้อมกันทั้ง Onsite และ Online ตั้งแต่เดือนพฤษภาคม 2024 เป็นต้นไป มากไปกว่านั้น THE GAIN ยังเป็นเวทีสำหรับแข่งขันด้านการลงทุนเพื่อค้นหาสุดยอด **เทรคเตอร์** และนักลงทุนของไทย โดยใช้สนามนี้เป็นพื้นที่ให้ทุกคนที่มองหาโอกาสในการนำสิ่งที่เรียนรู้มาต่อยอดพัฒนาทักษะของแต่ละคนเอง และเพื่อท้าทายกับรางวัลมูลค่ารวมกว่า 3 ล้านบาท

สำหรับผู้สนใจเข้าร่วมกิจกรรม สามารถสมัครเข้าร่วมโครงการได้โดยไม่เสียค่าใช้จ่าย เพียงแคมีพอร์ตหุ้นกับ Liberator เท่านั้น !!

Later, Miss Supitcha Chumphusueb, Financial Accounting Manager has reported operating results and financial position of the consolidated financial statements for the year 2023, ending on 31 December 2023, for the meeting to acknowledge as follows:

The Company has income according to the consolidated financial statements of 47.38 million baht, compared to 189.14 million baht in 2022. Income decreased by 141.76 million baht, accounting for 74.90 percent, because in 2023 the group of companies began to earn income from services. Securities Division, amounting to 33.75 million baht. At the same time, last year, income was recognized from the sale of investments in a subsidiary, "Than Setthakit Multimedia Company Limited (TMM)" in the amount of 109.65 million baht, and income from sales was recognized. Associate company "Wealth Ventures Company Limited (WVC)" in the amount of 54.48 million baht.

The Company has costs from sales and services according to the consolidated financial statements in the amount of 113.05 million baht, compared to 0.71 million baht in 2022. Costs increased by 112.34 million baht, or 15,900 percent, because in 2023, the securities division group had costs of providing services. Serve Consisting of salary in the amount of 44.98 million baht, other expenses related to costs include fees and amortization of related assets in the amount of 68.07 million baht.

The Company has distribution costs according to the consolidated financial statements of 204.41 million baht, compared to 7.25 million baht in 2022. Costs increased by 197.16 million baht, or 2,719 percent, due to the securities division having increased expenses from public relations. Amount of 189.06 million baht and salary of related parties in the amount of 8.16 million baht.

The group of companies has administrative expenses according to the consolidated financial statements of 263.87 million baht, compared to 135.12 million baht in 2022. Expenses increased by 128.75 million baht, representing a 95.28 percent increase because in 2023 the company has recognized a loss. Unrealized losses from the measurement of other current financial assets increased by 101.61 million baht, share of losses from investments in associated companies. increased by 10.72 million baht and other expenses of the securities department an increase of 16.42 million baht.

The Company has an operating loss for the year according to the consolidated financial statements in the amount of 533.96 million baht. Compared to 2022, which had a profit for the year of 61.43 million baht, the loss increased in the amount of 595.39 million baht, representing 970 percent, because in 2023 there was recognition Loss in the securities division amounted to 298.85 million baht and loss from valuation of financial assets amounted to 118.87 million baht. Meanwhile, in 2022, profit from selling investments in associates amounted to 54.48 million baht, profit from selling subsidiaries amounted to 109.65 million baht and there was a profit from the canceled segment from "Thansettakij Multimedia Company (TMM)" in the amount of 15.36 million baht.

In terms of the company's financial position for 2023, it is as follows:

1. Total assets: As of 31 December 2023, the Company had total assets according to the consolidated financial statements in the amount of 1,268.90 million baht, compared to 2022 which had total assets in the amount of 1,366.18 million baht. Total assets decreased by 97.28 million baht, representing 8 percent, the main reason. This came from a decrease in receivables from investment sales of 230 million baht, a decrease in cash and cash equivalents from operations of 385.16 million baht, and an increase in work-in-progress assets and intangible assets in the securities division of 140.50 million baht. Assets Finance increased by 84.63 million baht. Debtors from the securities department increased by 291.80 million baht.

2. Total liabilities: As of 31 December 2023, the Company had total liabilities according to the consolidated financial statements in the amount of 472.96 million baht, compared to 2022 which had total liabilities in the amount of 36.51 million baht. Total liabilities increased by 436.45 million baht, representing 1,195.42 percent, due to Clearing House Creditors Securities business payables in the amount of 243.04 million baht, other payables for public relations fees in the amount of 16.13 million baht, creditors from the purchase of assets in the amount of 7.73 million baht, and other accrued expenses in the amount of 15.93 million baht, and additional advances received from the sale of shares in the amount of 147.30 million baht. Resulting in increased debt.

3. Total shareholders' equity: As of 31 December 2023, the Company had total shareholders' equity according to the consolidated financial statements in the amount of 795.94 million baht, compared to 2022, shareholders' equity in the amount of 1,329.66 million baht. Decreased by 533.72 million baht, accounting for 40.01 percent, due to operating losses during the year.

Later, the Chairman explained to the meeting about the Company's anti-corruption operations that at present the Company. It has not yet joined the Thai Private Sector Coalition against Corruption (CAC) project because details are being studied and prepare information to show the intention to participate in such projects in the future. However, the Company is aware of and gives importance to the issue of anti-corruption. Including accepting bribes, the Company has a clear policy in this matter. Including having appropriate internal control systems. This will help with inspection and prevent executives and employees from corruption.

The Chairman gave shareholders an opportunity to ask questions and express additional opinions.

There were no shareholders asking questions or giving additional opinions.

Because this agenda is an agenda for acknowledgment Therefore there was no voting.

Resolution : The meeting acknowledged the operating results for the year 2023 as reported.

**Agenda 3** To consider and approve the statement of financial position, statement of comprehensive income, and other financial statements for the year 2023, ending on 31 December 2023

The meeting facilitator explained to the meeting that, To comply with Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 35 of the Company's Articles of Association, which stipulate that the Board of Directors must prepare a balance sheet and profit and loss statement as of the end of the Company's fiscal year for presentation to the shareholders at the annual general shareholders' meeting for approval of said balance sheet and profit and loss statement, the Board of Directors must ensure that the Company's auditors have completed their examination before presenting them to the shareholders' meeting.

Therefore, the Company has prepared the statement of financial position, statement of comprehensive income, and other financial statements for the year 2023, ending on 31 December 2023. The Company's Certified Public Accountant is CWWP Company Limited, has audited and certified. The Audit Committee and the Board of Directors have considered and viewed that it is correct in accordance with the financial reporting standards. Details are provided in the Financial Statements for the year 2023 in QR Code format. This has been sent to all shareholders along with this meeting invitation letter according to Enclosure 2.

In this regard, The Board has considered, approved, and deemed it appropriate to propose the shareholder meeting to approve the statement of financial position, statement of comprehensive income and other financial statements for the year 2023, ending on 31 December 2023, which have been audited and certified by the authorized auditors of CWWP Company Limited and has been approved by the Audit Committee and the Board of Directors.

The Chairman gave shareholders an opportunity to ask questions and express additional opinions.

There were no shareholders asking questions or giving additional opinions.

The resolution on this agenda shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution** : The meeting considered to approve the Company's Financial Statements for the year 2023, with unanimous votes as follows:

Approved	44,271,995,780	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	%

**Agenda 4** To consider and approve the omission of dividend payments for the operating results for the year 2023

The meeting facilitator explained to the meeting that, According to Section 115 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 38 of the Company's Article of Association, it is prohibited to distribute dividends from funds other than profits. In cases where the Company still has accumulated losses, dividends shall not be distributed.

Considering the operating results for the year 2023, the Company incurred operational losses according to the financial statements, amounting to THB 187.41 million. As the Company still has accumulated losses, it is prohibited by law to distribute dividends to shareholders for the operating results for the year 2023.

The Board has considered, approved, and deemed it appropriate to propose the general shareholder meeting to consider approving the omission of dividend payments for operating results for the year 2023.

The Chairman gave shareholders an opportunity to ask questions and express additional opinions.

There were no shareholders asking questions or giving additional opinions.

The resolution on this agenda passed by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution** : The meeting considered to approve for no dividend payment and non-allocation of profit for the year 2023, with unanimous votes as follows:

Approved	44,271,995,780	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	%

**Agenda 5 To consider and Appointment of directors to replace the directors who retired by rotation**

The meeting facilitator explained to the meeting that, According to Section 71 of the Public Limited Companies Act (as amended) and Article 13 of the Company's Article of Association, which stipulates that 1/3 of the directors shall vacate in proportion. If the number of directors is not a multiple of three, then the closest number to 1/3 shall retire, with the director who has served the longest tenure being the one to retire. The director who retires may be re-elected to hold a new position.

Currently, the Board of Directors consists of 10 members. Therefore, in this 2024 annual general meeting, 3 directors are required to retire according to the tenure rotation system which is as follows:

<u>List of directors</u>	<u>Position</u>
1. Mr. Kritsada Pruitipat	Company Director / Risk Management Committee Member / Chairman of the Investment Committee / Chief Executive Officer and authorized directors to sign
2. Miss Pavalin Limthongchai	Company Director
3. Mr. Pitipong Sirikiatyotin	Company Director

The nominating and remuneration committee, excluding directors with conflicts of interest, has considered and screened the candidates and deemed that all three candidates possess the requisite qualifications as stipulated by the Public Limited Companies Act and do not have any disqualifying attributes for directorship as per the criteria set by the Securities and Exchange Commission. Additionally, these individuals possess the necessary knowledge, skills, and experience beneficial to the Company's operations. The Board of Directors has considered and deemed appropriate to propose to the shareholder meeting to elect all 3 persons to return to serve as directors for another term.

The Information of individuals nominated as the directors to replace the directors retired by rotation are presented in the documentation according to Enclosure 3.

In adherence to good corporate governance principles, the Company has provided an opportunity for shareholders to nominate individuals they deem suitable for consideration as directors in advance, from 15 December 2023 to 15 January 2024. The Company has outlined the channels and criteria for nominations, which are disclosed on the Company's website. When the deadline passed it appeared that no shareholder had proposed any candidates for consideration and selection as directors.

The Board has considered, approved, and deemed it appropriate to propose the shareholder meeting to elect all 3 persons to return to serve as directors for another term. The proposed election of directors who will retire from the said term has been considered and approved by the nominating and remuneration committee and the Board of Directors' meeting.

The Chairman gave shareholders an opportunity to ask questions and express additional opinions.

There were no shareholders asking questions or giving additional opinions.

This agenda shall be passed by a majority vote of the shareholders attending the meeting and casting their votes. By separating the votes for each person.

**Resolution** : The meeting considered to approved the election of directors to replace those retiring by rotation, with unanimous votes as follows:

**Agenda 5.1** Approve the appointment of Mr. Kritsada Pruitipat back to the position. Company Director / Risk Management Committee Member / Chairman of the Investment Committee / Chief Executive Officer and authorized directors to sign with a unanimous vote as follows:

Approved	44,271,995,780	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	%

**Agenda 5.2** Approve the appointment of Miss Pavalin Limthongchai back to the position. Company Director and authorized directors to sign with a unanimous vote as follows:

Approved	44,271,995,780	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	%

**Agenda 5.3** Approve the appointment of Mr. Pitipong Sirikiatyotin return to the position. Company Director with a unanimous vote as follows:

Approved	44,271,995,780	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	%

Therefore, when the shareholder meeting resolves to appoint directors as proposed with a unanimous vote Director of the company. Therefore, there are names as follows:

- |     |                            |                                         |
|-----|----------------------------|-----------------------------------------|
| 1.  | Mr. Baakbun Boonlert       | Chairman of the Board of Directors      |
| 2.  | Mr. Kusol Sangkananta      | Vice Chairman of the Board of Directors |
| 3.  | Mr. Kosol Phosuwan         | Independent Director                    |
| 4.  | Mr. Pinit Wuthipand        | Independent Director                    |
| 5.  | AM Chartchai Rodboonpha    | Independent Director                    |
| 6.  | Mr. Pipat Chanasongkram    | Company Director                        |
| 7.  | Mr. Kritsada Pruitipat     | Company Director                        |
| 8.  | Miss Pavalin Limthongchai  | Company Director                        |
| 9.  | Mr. Pitipong Sirikiatyotin | Company Director                        |
| 10. | Mr. Teetawat Limpisuk      | Company Director                        |

**Agenda 6 To consider and approve the directors' remuneration for the year 2024**

The meeting facilitator explained to the meeting that, According to Article 14 of the Company's Article of Association, the directors are entitled to receive compensation from the company in the form of salary, bonuses, meeting allowances, gratuities, incentives, or other forms of compensation as stipulated in the Article of Association or as approved by the shareholder meeting. This compensation may be fixed in amount, based on criteria, provided periodically, or ongoing until further notice. Additionally, they may receive allowances and various benefits according to the Company's regulations, without affecting the rights of the Company's employees or staffs who are also selected as directors, to receive compensation and benefits as employees or staffs of the Company.

In this regard, the nomination and remuneration committee has considered and screened the remuneration of the Company's Board of Directors and sub-committees. This includes considering the appropriateness of the remuneration in line with their duties, assigned responsibilities, comparing with similar businesses in the same industry and size, as well as considering the Company's performance, achievements, business environment, and overall economic conditions. Therefore, it is deemed appropriate to propose the remuneration of the directors for the year 2024 as follows:

List	Year 2024 (Proposed year)	Year 2023
<b>1. Remuneration paid monthly</b>		
Chairman	THB 35,000 / month	THB 35,000 / month
Non-Executive Director	THB 30,000 / month	THB 30,000 / month
Executive Director	-none-	-none-
<b>2. The proposed meeting allowance per meeting</b>		
Director meeting allowance		
Non-Executive Director	-none-	-none-
Executive Director	THB 5,000 / Meeting	THB 5,000 / Meeting



List	Year 2024 (Proposed year)	Year 2023
<b>Meeting allowance for the Audit Committee</b>		
Chairman of the Audit Committee	THB 7,000 / Meeting	THB 7,000 / Meeting
Audit Committee	THB 5,000 / Meeting	THB 5,000 / Meeting
<b>Meeting allowance for the Selection and Remuneration Committee</b>		
Chairman of the Selection Committee	THB 7,000 / Meeting	THB 7,000 / Meeting
Selection Committee	THB 5,000 / Meeting	THB 5,000 / Meeting
<b>Meeting allowance for the Risk Management Committee</b>		
Chairman	THB 7,000 / Meeting	THB 7,000 / Meeting
Directors	THB 5,000 / Meeting	THB 5,000 / Meeting
<b>Meeting allowance for the Investment Committee</b>		
Chairman	THB 7,000 / Meeting	THB 7,000 / Meeting
Directors	THB 5,000 / Meeting	THB 5,000 / Meeting
<b>Meeting allowance for other sub-committees</b>		
Chairman	THB 7,000 / Meeting	THB 7,000 / Meeting
Directors	THB 5,000 / Meeting	THB 5,000 / Meeting
3. Remuneration paid monthly	-none-	-none-
4. Other benefits	-none-	-none-

**Note:** 1 | Executive directors receive salary, bonuses, and other benefits such as contributions to the provident fund and various benefits as employees of the company.

The Board has considered, approved, and deemed it appropriate to propose the shareholder meeting to consider and approve the determination of compensation for the year 2024 according to the details presented above. In this regard, the determination of such remuneration has been considered and screened by the nomination and remuneration committee and has been approved by the Board of Directors' meeting.

The Chairman gave shareholders an opportunity to ask questions and express additional opinions. There were no shareholders asking questions or giving additional opinions.

This agenda shall be passed by a vote of not less than 2/3 of the total number of votes of shareholders attending the meeting.

**Resolution :** The meeting considered to approve of the remuneration of the Company's directors for the year 2024, with unanimous votes as follows:

Approved	44,271,995,780	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	%

**Agenda 7** To consider and approve the appointment of auditors and the auditor's remuneration for the year 2024

The meeting facilitator explained to the meeting that According to section 120 of the Public Limited Company Act, B.E. 2535 (as amended), which stipulates that at the annual general shareholder meeting, the appointment of auditors shall be made and the amount of auditing fees for the company shall be determined each year. In the appointment of auditors, the re-appointment of the same auditor is permissible.

However, after the company sold its investment in the media business and restructured its business operations. The focus is on conducting business in the form of investing in integrated securities business. and financial technology business including other related businesses The company is therefore considering changing the auditor to support the investment in the said business.

The Audit Committee has considered and viewed that BDO Audit Company Limited has experience in auditing reliable companies, has a good track record, sufficient personnel, knowledge, and expertise. Additionally, their audit fees are appropriate, and they possess the complete qualifications as specified criteria. Furthermore, there is no relationship or conflicts of interest with the Company, its subsidiaries, executives, major shareholders, or related parties. Moreover, they have sufficient independence to audit and express opinions on the Company's financial statements

In this regard, the committee has considered It was deemed appropriate to present it to the shareholder meeting. To consider and approve the appointment of the auditor of BDO Audit Company Limited as the company's auditor and subsidiaries for the year 2024, with the names of the auditors as follows:

List of auditors	License No.	
1. Mr. Teerasak Chuasrisakul	6624	or
2. Mr. Kraisaeng Thiranulak	5428	or
3. Mr. Narin Churamongkol	8593	or
4. Miss Supachanya Thongpan	10505	or
5. Miss Amornjid Baolorpet	10853	

In this regard, the auditors of the Company's subsidiaries Is an auditor under BDO Audit Company Limited, which is the same auditing office as the company.

In addition, it was deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider determining the audit remuneration for the year 2024 of the Company and 3 other subsidiaries in the total amount of 2,940,000 baht, an increase of 660,000 baht from the previous year, divided into: The audit fee is only the company in the amount of 1,150,000 baht, an increase of 50,000 baht from the previous year, and the audit fee of 3 other subsidiaries in the total amount of 1,790,000 baht, an increase of 610,000 baht from the previous year. Liberator Securities Company Limited has included the cost of auditing the information technology system (Audit IT). This price does not include VAT. and does not

include miscellaneous expenses that actually occur during work. and does not participate in the audit fees of subsidiaries that increased during the year.

The consideration of appointing the auditor and determining the audit fee for the year 2024 has been considered and scrutinized by the Audit Committee and has been approved by the Board of Directors' meeting. The Chairman gave shareholders an opportunity to ask questions and express additional opinions.

There were no shareholders asking questions or giving additional opinions.

This agenda shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution** : The meeting considered to approve the appointment of auditors from BDO Audit Company Limited, namely Mr. Theerasak Chuasrisakul, certified public accountant, registration number 6624 or Mr. Kraisaeng Teeranulak, certified public accountant, registration number 5428, or Mr. Narin. Jura Mongkol, Certified Public Accountant, registration number 8593 or Ms. Supachanya Thongpan, Certified Public Accountant, registration number 10505 or Ms. Amornjit Baolphet, Certified Public Accountant, registration number 10853, are the Company's auditors. and subsidiaries The audit fee for the year 2024 of the Company and 3 subsidiaries is determined to be a total of 2,940,000 baht, which price does not include VAT and does not include miscellaneous expenses that actually occur during work. By unanimous vote as follows:

Approved	44,271,995,780	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	%

**Agenda 8** To consider and approve of acquisition of ordinary shares of Super Trader Republic Company Limited, which is considered as an asset acquisition transaction and connected transactions

The meeting facilitator explained to the meeting that The Board of Directors' No. 3/2024, held on 29 March 2024 ("Meeting No. 3/2024"), approved to propose to the 2024 Annual General Meeting of Shareholders to consider approving the acquisition of ordinary shares of Super Trader Holding Company Limited which is considered an acquisition transaction and connected transaction with the details as follows.

Super Trader Republic Company Limited ("ST") operates its main business as a service provider organizing seminars, providing necessary knowledge related to investment in stock market via both online and offline channels (Investment Academy). Its goal is to develop the investment skills of Thai people so that they can invest correctly and create returns to develop additional income and main income from investment. There are experts (Coach) on investing in the stock market to provide knowledge to the customers in order to develop everything systematically. In addition, there have been books published (Publishing) to provide investment knowledge to the public and have high growth opportunities under the current situation.

Therefore, in order to promote mutual business growth and enhance opportunities for expanding the group's business with the potential to increase profitability, as well as to improve cash flow and liquidity, thereby generating good returns for the Company's shareholders in the long term, the Company's Board of Directors has passed a resolution to propose to the shareholder meeting for consideration and approval of the acquisition of all ordinary shares of ST, in the total amount of not exceeding 108,409 shares, with a par value of THB 100 share, at the purchase price of THB 9,777 per share or at a total purchase price of not exceeding THB 1,059,914,793, representing 100.00 percent of the total issued and paid-up shares of ST from 3 existing shareholders of ST (collectively referred to as the "Sellers of ST's Shares") which are as follows:

1) Super Trader Holding Company Limited ("**ST Holding**") by way of the Entire Business Transfer (or EBT) whereby the Company will buy and obtain the entire business of ST Holding which includes all assets, debts, rights, obligations, and liabilities of ST Holding at present and in the future as of the date of the EBT. ST Holding does not have any debts and only have the ordinary shares of ST in the amount of 46,535 shares with a par value of THB 100 per share or being equivalent to 42.93 percent of the total issued and sold shares of ST. Therefore, at the EBT closing date, the Company will be transferred of ST's ordinary shares from ST Holding in the amount of 46,535 shares at the purchase price of not exceeding THB 454,972,695. After the completion of the EBT, ST Holding will further proceed with the dissolution and the liquidation process afterward.

2) Alpine Blue Syndicate Limited ("**ABS**"), which is a holding company incorporated overseas. Mr. Yodsawee Wattanateerakitja is the holder of all ABS' shares with the controlling power and the ultimate beneficial owner of such company. ABS holds the ordinary shares in ST in the amount of 25,056 shares at the par value of THB 100 per share or being equivalent to 23.11 percent of the total issued and sold shares of ST. Therefore, the Company will purchase ST's ordinary shares from ABS in the amount of 25,056 shares at the purchase price of not exceeding THB 244,972,512.

3) Mr. Supachai Satitvimon ("**Mr. Supachai**") holds the ordinary shares in ST in the amount of 36,818 shares at the par value of THB 100 per share or being equivalent to 33.96 percent of the total issued and sold shares of ST. Therefore, the Company will have the option (Optional) without any obligation to purchase ST's ordinary shares from Mr. Supachai in the amount of 36,818 shares at the purchase price of not exceeding THB 359,969,586.

This includes entering the share purchase agreement or any other agreements, contracts, or documents related to the transaction to purchase ordinary shares of ST ("**Transaction to Purchase Ordinary Shares of ST**").

Details of the purchase of ST's ordinary shares appear in the Information Memorandum on the Acquisition of Assets related to the Share Purchase Transaction for Ordinary Shares of Super Trader Republic Company Limited and connected transactions according to list (1) and list (2), according to Enclosure 4.

The Company will pay consideration for the Transaction to Purchase Ordinary Shares of ST to the Sellers of ST's Shares in a total amount not exceeding THB 1,059,914,793 as per the following details.

1) The Company will pay consideration for the purchase and transfer of ST Holding's entire business, totaling not exceeding THB 454,972,695 and will pay consideration for the purchase of ST's ordinary shares from ABS totaling not exceeding THB 244,972,512 or in total THB 699,945,207 (the "**Purchase of ST's Shares, Part 1**") with the Company's newly issued ordinary shares amount not exceeding 69,994,520,700 shares, representing 35.59 percent of the total issued and paid-up shares of the Company (calculated from the total issued and paid-up shares after entering into the Transaction to Purchase Ordinary Shares of ST) with a par value of THB 1.00 at the purchase price of THB 0.01 per share, totaling not more than THB 699,945,207, in substitute for cash. The share swap ratio is 1 ordinary share of ST per 977,700 newly issued ordinary shares of the Company (the "**Transaction to Allocate Shares in Return for Purchasing ST's Shares, Part 1**").

2) In the case where the Company exercises its optional right without any obligation to purchase ST's ordinary shares from Mr. Supachai, the Company will pay consideration for the purchase of ST ordinary shares from Mr. Supachai in a total value not exceeding THB 359,969,586 ("**Purchase of ST Shares Part 2**") in cash. This purchase of ST Shares Part 2 It will depend on the Company's ability to find additional funding sources. The Company is currently studying and considering options for funding sources from Loans from financial institutions and/or the issuance and offering of debt instruments and/or the sale of assets or investments in some of the Company's subsidiaries. Moreover, the consideration of which form of funding to utilize will depend on the viability and rationale of each fundraising method. This is why the Company has chosen to grant the Company the Optional, rather than the Obligation, to purchase ST's ordinary shares from Mr. Supachai. In the event that the Company has sufficient financial resources to purchase the second ST shares, the Company will report it to the Stock Exchange of Thailand. ("**The Stock Exchange**") including complying with and disclosing necessary information in accordance with relevant regulations. The Company will complete the purchase of ST shares, Part 2, within 1 year from the date the transaction to allocate shares in return for purchasing ST shares, Part 1, is completed.

The Transaction to Allocate Shares in Return for Purchasing ST's Shares, Part 1, is deemed as the offering of newly issued ordinary shares specifically through Private Placement. The shareholder meeting of the Company will pass a resolution to clearly determine the offering price at THB 0.01 per share, which is considered to be an offering price lower than 90 percent of the market price of the Company's ordinary shares according to the criteria under the Notification of the Capital Market Supervisory Board No. TorJor. 28/2022 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (the "**Notification No. TorJor. 28/2022**"). The "market price" is calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand 15 consecutive business days before the date on which the Board of Directors resolves to propose agendas to the Annual General Meeting of Shareholders to request approval for the offering of newly issued ordinary shares to investors, which is a period between 27

February 2024 to 18 March 2024, at THB 0.0200 per share. (Information is retrieved from SETSMART at [www.setsmart.com](http://www.setsmart.com) ) (The determination of market price is by 4 decimal points whereby if the fifth position exceeds 5, the amount will be rounded up.) The purpose of the offering of newly issued ordinary shares is to be used as compensation for the Purchase of ST's Shares, Part 1. It is expected that the process of the Purchase of ST's Shares, Part 1, will be completed during June 2024 after the Company receives a resolution to approve entering into such transaction from the shareholder meeting.

Given that ST Holding's director and major shareholder is Mr. Krasuang Jarusira ("Mr. Krasuang") who holds 76 percent of the total issued and sold shares of ST Holding or indirectly being equivalent to 32.62 of the total issued and sold shares of ST (as of 15 March 2024). After the completion of the Transaction to Purchase Ordinary Shares of ST, the Company will consider appointing Mr. Krasuang to be a director of the Company. Due to the reason that Mr. Krasuang is a director and key executive of ST, he naturally possesses good knowledge and understanding of ST's business operations. The appointment of Mr. Krasuang as a director of the Company will enable him to provide opinions and advice to the Company's Board of Directors regarding ST's operations conveniently and efficiently. Therefore, the Transaction to Purchase Ordinary Shares of ST and the Transaction to Allocate Shares in Return for Purchasing ST's Shares, Part 1 are considered the connected transaction according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2008 Re: Rules of Entering into Connected Transactions and the Notification of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning a Connected Transaction B.E. 2546 (and as amended) (collectively referred to as the "**Notifications on Connected Transaction**"), when considering the size of the transaction for the acquisition of ordinary shares of ST using various calculation methods under the related announcement, it is found that the maximum size of the related transaction is 27.16 percent of net tangible assets (NTA) of the Company. Considering the reviewed consolidated financial statements of the Company ended 31 December 2023, such transaction size is exceeding 3 percent of the Company's NTA. Therefore, these transactions have large transaction size. In addition, the Company has not entered into any connected transaction during the past 6 months. The Company therefore has the obligations to perform under the Notifications on Connected Transaction as follows.

In addition, the Transaction to Purchase Ordinary Shares of ST above is considered as an asset acquisition transaction under the Notification of the Capital Market Supervisory Board No. TorJor 20/2008 Re: Rules of Significant Transaction Constituting an Acquisition or Disposal of Assets (and as amended) and the Notification of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (as amended) (collectively referred to as the "**Notifications on Acquisition or Disposal of Assets**"). After considering the transaction size using calculation methods according to various criteria, the maximum size of the transaction (both the Purchase of ST's Shares, Part 1 and the Purchase of ST's Shares, Part 2) is 83.53 percent by total value of consideration basis which is calculated from the reviewed consolidated financial statements of the Company

ended 31 December 2023. In addition, the Company has not entered into any asset acquisition transactions during the past 6 months. As the transaction size is over 50 percent but below 100 percent, the Company has duties as specified in the Notifications on Acquisition or Disposal of Assets.

The said transaction is also considered to be a purchase or transfer of the business of another company or a private company to the Company according to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (and as amended) which must be approved by the shareholder meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and entitled to vote, excluding shareholders who have conflicted of interests.

The Company has appointed Avantgarde Capital Company Limited as an independent financial advisor, a financial advisor listed on the approved list of the Securities and Exchange Commission. They will provide opinions to shareholders regarding entering into the transaction to purchase ST's ordinary shares and related transactions. The details appear in the report on the opinions of the Independent Financial Adviser on the asset acquisition transaction regarding the purchase of the ordinary shares of Super Trader Republic Company Limited and the Connected Transaction according to Enclosure 4.

In this regard, the meeting of the Board of Directors approved the proposal to authorize the Board of Directors, the executive committee, the chief executive officer, and/or the person assigned by the Board of Directors, the executive committee, and/or the chief executive officer to carry out any actions related to or necessary for entering into the Transaction to Purchase Ordinary Shares of ST and the Transaction to Allocate Shares in Return for Purchasing ST's Shares, Part 1. This includes but not limited to negotiating, entering, signing, or amending the share purchase agreement or any other agreements, contracts, or documents related to the Transaction to Purchase Ordinary Shares of ST and the Transaction to Allocate Shares in Return for Purchasing ST's Shares, Part 1, including determining criteria, conditions for determining ownership of ST's shares, and other details necessary and relevant to the Transaction to Purchase Ordinary Shares of ST and the Transaction to Allocate Shares in Return for Purchasing ST's Shares, Part 1, as necessary and appropriate under relevant laws.

**Opinion of the Board:** The Board has considered, approved, and viewed that entering into the proposed transaction is appropriate. This is because Transaction to Purchase Ordinary Shares of ST increases the opportunity to expand the business of the group of companies, increasing potential for higher profitability. Additionally, it improves cash flow and liquidity which can lead to good returns for the Company's shareholders in the long term. Therefore, it is considered appropriate to propose for consideration and approval to the general shareholder meeting.

1. The acquisition of all ordinary shares of ST, in the total amount of not exceeding 108,409 shares, with a par value of THB 100 share, at the purchase price of THB 9,777 per share or at a total purchase price of not exceeding THB 1,059,914,793, representing 100.00 percent of the total issued and paid-up shares of ST from 3 existing shareholders of ST, including entering into share purchase agreements,

agreements, other contracts and other documents related to Transaction to Purchase Ordinary Shares of ST according to all the above details and

2. Assignment of authority the Board of Directors, the executive committee, the chief executive officer, and/or the person assigned by the Board of Directors, the executive committee, and/or the chief executive officer to carry out any actions related to or necessary for entering into the Transaction to Purchase Ordinary Shares of ST and the Transaction to Allocate Shares in Return for Purchasing ST's Shares, Part 1. This includes but not limited to negotiating, entering, signing, or amending the share purchase agreement or any other agreements, contracts, or documents related to the Transaction to Purchase Ordinary Shares of ST and the Transaction to Allocate Shares in Return for Purchasing ST's Shares, Part 1, including determining criteria, conditions for determining ownership of ST's shares, and other details necessary and relevant to the Transaction to Purchase Ordinary Shares of ST and the Transaction to Allocate Shares in Return for Purchasing ST's Shares, Part 1, as necessary and appropriate under relevant laws.

The Chairman gave shareholders an opportunity to ask questions and express additional opinions.

Ms. Usa Sumethalak, proxy from the Thai Investors Association Four questions were submitted in advance for Agenda 8 as follows:

**Question 1:**

Reasonableness of investing in the Company. Super Trader Republic Company Limited ("ST") with an investment value of approximately 1,060 million baht, even though ST's 2023 financial statement has an income of 77.72 million baht and a net profit of 13.4 million baht, with a book value of 29.76. Million baht

**Answer to question 1:**

Mr. Kritsada Pruitipat, Chief Executive Officer Explained to the meeting that Before proposing to enter into the acquisition transaction of ST, the Company has considered various relevant information. Including information from the evaluation of the Company's financial advisor. By considering the details of various courses as well as past performance results. and ST's future operating plan and saw that ST's operations and operating results would be able to be as expected. In addition, ST also entered into an agreement to determine EBITDA with the Company to certify the results. In addition, ST and Liberator Securities Company Limited ("Liberator") also have synergy with each other. ST's business has followers who are interested in investing in the stock market. Which is in line with Liberator's customer base, allowing the company to expand the customer base of the group of companies and can expand business together in the future.



**Question 2:**

The origin and relationship with NEWS of the joint venture partners who will become major shareholders of NEWS in the future, such as Mr. Krasuang.

**Answer to question 2:**

Mr. Kritsada Pruitipat, Chief Executive Officer Explained to the meeting that Mr. Krasuang is a person who has worked in the same industry for a long time. Therefore interested in working together If you agree with the opinion of the Company's executives this time, the Company will consider appointing the minister to serve as a director of the Company. The Board of Directors of the Company The original group still holds the majority in the administration. Mr. Ministry will continue to hold the position of Managing Director of ST to oversee ST's business.

**Question 3:**

Since ST's business is to open training courses to provide knowledge about the capital market, how will NEWS and ST have an internal control and monitoring system? To ensure that all STs and teachers do not provide training or conduct behavior that may lead to a risk of not complying with laws related to securities/futures trading business that must first receive permission from the relevant agency, such as being an investment advisor

**Answer to question 3:**

Mr. Baakbun Boonlert, Chairman, explained to the meeting that Companies that can provide training and investment advice training providers must be licensed and there are dedicated officers to supervise from the inspection, the operations of ST and the training providers have licenses according to the criteria.

Mr. Kritsada Pruitipat, Chief Executive Officer Further clarified to the meeting that the Company had adequately examined the qualifications of training providers before proposing to enter into the transaction and there is a plan to send the Company's employees attend training to practice skills and check the work of the trainer at the same time.

**Question 4:**

Other policies and supervision of ST subsidiaries such as internal control systems Preparation of financial reports to be accurate and timely.

**Answer to question 4:**

Mr. Kritsada Pruitipat, Chief Executive Officer Explained to the meeting that the Company has hired internal auditors to evaluate the Company's internal control system to be complete and appropriate. In addition, the accounting and finance teams of the Company will help take care of the accounting system for ST as well.

There were no shareholders asking questions or giving additional opinions.

This agenda shall be passed by votes of no less than 3/4 of the total votes casted by the shareholders attending the meeting and eligible to vote without counting the voting rights of shareholders who have conflicts of interests.

**Resolution** : The meeting considered to approve the purchase of common shares of Super Trader Republic Company Limited, which is considered an asset acquisition transaction and a connected transaction with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and have the right to vote without counting the votes of shareholders who have interests as follows:

Approved	40,746,995,780	votes,	equivalent to	92.0379	%
Disapproved	3,500,000,000	votes,	equivalent to	7.9057	%
Abstained	25,000,000	votes,	equivalent to	0.0565	%
Voided	0	votes,	equivalent to	0.0000	%

**Agenda 9** To consider and approve of decreasing the registered capital of the Company and the amendment of Clause 4 of the Company's memorandum of association to be in accordance with the decrease of the Company's registered capital.

The meeting facilitator explained to the meeting that, The Meeting No. 3/2024 has approved to propose to the 2024 Annual General Meeting of Shareholders to consider approving the decrease of the registered capital of the Company and the amendment of Clause 4 of the Company's memorandum of association to be in accordance with the decrease of the Company's registered capital with the details as follows.

As the Company has 10,565,019,764 unsold shares with a par value of THB 1.00 per share, these ordinary shares were issued to accommodate the increase in capital through a general mandate, as resolved at the Annual General Meeting of Shareholders, 1/2022, held on 29 December 2022. The Company intends to increase its registered capital by THB 130,323,464,370 to support the issuance of additional ordinary shares through private placement and to accommodate the use of rights under W8 certificates, as detailed in agenda 10.

Therefore, to comply with section 136 of the Public Limited Company Act B.E. 2535 (including subsequent amendments), which stipulates that the Company can increase its capital from the registered amount by issuing additional shares only when all shares have been issued and the shares have been paid in full. The remaining shares must be shares issued in support of convertible debentures or warrants to purchase shares. Therefore, it is necessary to decrease the registered capital of the Company In the amount of THB 10,565,019,764 from the existing registered capital of THB 169,040,316,236 to be THB 158,475,296,472 by canceling 10,565,019,764 unsold shares with a par value of THB 1.00 per share, which are ordinary shares issued to accommodate the allocation of newly issued ordinary shares under general

mandate according to the Extraordinary General Meeting of Shareholders No. 1/2022 held on 29 December 2022.

In this regard, the ordinary shares of 52,825,098,824 shares with a par value of THB 1.00 per share will remain to accommodate the exercise of rights under the NEWS-W7 warrants.

In addition, from the decrease of the registered capital of the Company proposed above. The Company is required to amend Clause 4 of the Company's Memorandum of Association to be in accordance with the decrease of the registered capital of the Company by canceling the existing statements and replacing it with the new statements as follows:

"Clause 4.	Registered capital amount	THB 158,475,296,472	(One hundred and fifty-eight thousand four hundred and seventy-five million two hundred ninety-six thousand four hundred and seventy-two. Baht)
	It is divided into	158,475,296,472 Shares	(One hundred and fifty-eight thousand four hundred and seventy-five million two hundred ninety-six thousand four hundred and seventy-two. shares)
	Value per share	THB 1.00	(One Baht)
	They are divided into:		
	Ordinary Stock	158,475,296,472 Shares	(One hundred and fifty-eight thousand four hundred and seventy-five million two hundred ninety-six thousand four hundred and seventy-two. shares)
	Preferred Shares	-	share (-)"

The Board of Directors deems it appropriate to propose to the shareholder meeting for approval to authorize the Directors who have the power to act on behalf of the Company, or persons delegated by the Directors who have the power to act on behalf of the Company, to have the authority to register the increase of capital and amend the Memorandum of Association at the Department of Business Development, Ministry of Commerce, as well as to have the authority to carry out various necessary actions in accordance with the Registrar's instructions, to ensure the completion of the registration process.

Opinion of the Board: The Board has considered, approved, and deemed it appropriate to proposed to the 2024 Annual General Meeting of Shareholders to consider and approve as follows:

1. To decrease the registered capital of the Company in the amount of THB 10,565,019,764 from the existing registered capital of THB 169,040,316,236 to be THB 158,475,296,472 by canceling 10,565,019,764 unsold shares with a par value of THB 1.00 per share and to consider and approve amendments to the Clause 4 of the Company's Memorandum of Association to be in accordance with the decrease of the registered capital of the Company as detailed above in all respects, and

2. To assign the authorized directors or persons authorized by authorized directors to have the authority to register capital reduction and amend the memorandum of association at the Department of Business Development, Ministry of Commerce, as well as the authority to take all necessary actions to comply with the order of the Registrar to complete the registration process.

The Chairman gave shareholders an opportunity to ask questions and express additional opinions.

There were no shareholders asking questions or giving additional opinions.

This agenda shall be passed by votes of no less than 3/4 of the total votes casted by the shareholders attending the meeting and eligible to vote.

**Resolution** : The meeting considered to approve the reduction of the company's registered capital in the amount of 10,565,019,764 baht from the original registered capital of 10,565,019,764 baht. 169,040,316,236 baht is the new registered capital. 158,475,296,472 baht by eliminating common shares that have not yet been sold 10,565,019,764 shares with a par value of 1.00 baht per share, which are common shares issued to support the allocation of additional common shares by means of a general mandate (General Mandate) and approval of the amendment of the memorandum of association, section 4, to be consistent with the reduction of the company's registered capital. according to the details offered With a vote of not less than three-fourths of the total number of votes of shareholders who attended the meeting and had the right to vote, as follows:

Approved	44,246,995,780	votes,	equivalent to	99.9435	%
Disapproved	0	votes,	equivalent to	0.0000	%
Abstained	25,000,000	votes,	equivalent to	0.0565	%
Voided	0	votes,	equivalent to	0.0000	%

**Agenda 10** To consider and approve of increasing the registered capital of the Company and the amendment of Clause 4 of the Company's memorandum of association to be in accordance with the increase of the Company's registered capital.

The meeting facilitator explained to the meeting that, The Meeting No. 3/2024 and the Board of Directors' No. 5/2024, held on 11 April 2024 ("Meeting No. 5/2024") have approved to propose to the 2024 Annual General Meeting of Shareholders to consider approving the increase the registered capital of the Company and the amendment of Clause 4 of the Company's memorandum of association to be in accordance with the increase of the Company's registered capital with the details as follows.

To support a specific offering to the private placement and to support the exercise of warrants according to the details appearing on agenda 11. The Company intends to increase the Company's registered capital by an additional amount of THB 130,323,464,370 from the original registered capital of THB 158,475,296,472 to be THB 288,798,760,842 by issuing the newly issued ordinary shares in the amount of 130,323,464,370 shares with the par value of THB 1.00per share.

Details of the increase of registered capital of the Company appears according to the capital increase report form of News Network Corporation Public Company Limited (F53-4) Enclosure 5.

In addition, from the increase in the registered capital of the Company proposed above. The Company is required to amend Clause 4 of the Company's Memorandum of Association to be in accordance with the increase in the registered capital of the Company by canceling the existing statements and replacing it with the new statements as follows:

"Clause 4.	Registered capital amount	THB 288,798,760,842	(two hundred eighty-eight billion seven hundred ninety-eight million seven hundred sixty thousand eight hundred forty-two baht)
	It is divided into	288,798,760,842 Shares	(two hundred eighty-eight billion seven hundred ninety-eight million seven hundred sixty thousand eight hundred forty-two shares)
	Value per share	THB 1.00	(One Baht)
	They are divided into:		
	Ordinary Stock	288,798,760,842 Shares	(two hundred eighty-eight billion seven hundred ninety-eight million seven hundred sixty thousand eight hundred forty-two shares)
	Preferred Shares	- share	( - ) ”

The Board of Directors deems it appropriate to propose to the shareholder meeting for approval to authorize the Directors who have the power to act on behalf of the Company, or persons delegated by the Directors who have the power to act on behalf of the Company, to have the authority to register the increase of capital and amend the Memorandum of Association at the Department of Business Development, Ministry of Commerce, as well as to have the authority to carry out various necessary actions in accordance with the Registrar's instructions, to ensure the completion of the registration process

Opinion of the Board: The Board of Directors has considered, approved, and deemed it necessary for the Company to increase its registered capital to accommodate a Private Placement and to support the exercise of rights under the Subscription Warrants. Therefore, it has been approved to propose this matter to the 2024 Annual General Meeting of Shareholders for consideration and approval.

1. To increase the registered capital of the Company and consider and approve the amendment of clause 4 of the Company's Memorandum of Association to be in accordance with the reduction of the registered capital of the Company as detailed above in as aspects, and

2. To assign the authorized directors or persons authorized by authorized directors to have the authority to register the capital increase and amend the memorandum of association at the Department of Business Development, Ministry of Commerce, as well as the authority to take all necessary actions to comply with the order of the Registrar to complete the registration process.

The Chairman gave shareholders an opportunity to ask questions and express additional opinions.

There were no shareholders asking questions or giving additional opinions.

This agenda shall be passed by votes of no less than 3/4 of the total votes casted by the shareholders attending the meeting and eligible to vote.

**Resolution** : The meeting considered, To approve an increase in the registered capital of the company in the amount of 130,323,464,370 baht from the original registered capital of 130,323,464,370 baht. 158,475,296,472 baht is the new registered capital. 288,798,760,842 baht by issuing new ordinary shares in the amount 130,323,464,370 shares with a par value of 1.00 baht per share to (1) support a specific offering to a limited number of persons (Private Placement) and to (2) support the exercise of rights under the NEWS-W8 warrants and approve the amendment. Added Clause 4 of the memorandum of association to be in line with the increase in the company's registered capital. according to the details offered With a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting. and have the right to vote as follows:

Approved	40,746,995,780	votes,	equivalent to	92.0379	%
Disapproved	3,500,000,000	votes,	equivalent to	7.9057	%
Abstained	25,000,000	votes,	equivalent to	0.0565	%
Voided	0	votes,	equivalent to	0.0000	%

**Agenda 11** To consider and approve of allocating additional ordinary shares for the Company's capital increase

The meeting facilitator explained to the meeting that, The Meeting No. 3/2024 and the Meeting No. 5/2024 have approved to propose to the 2024 Annual General Meeting of Shareholders to consider approving the allocation of additional ordinary shares for the Company's capital increase with the details as follows.

As a result of the increase in the registered capital of the Company on agenda 10, the Board of Directors proposed to the meeting to consider and approve the allocation of newly issued ordinary shares of

the Company. The total amount is not exceeded 130,323,464,370 shares with a par value of THB 1.00 per share, with the following details.

(1) Allocating the newly issued shares in the amount of not exceeding 39,328,943,670 shares with a par value of THB 1.00 per share to accommodate the exercising of the NEWS-W8 Warrants.

(2) Allocating the newly issued shares in the amount of not exceeding 90,994,520,700 shares with a par value of THB 1.00 per share through Private Placement to 15 persons (collectively "Investors") whereby there is 1 person being the connected party to the Company and the remaining 14 Investors are not the connected party to the Company.

Furthermore, the details are presented in accordance with the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement and the Connected Transaction, Enclosure 6.

The issuance of such ordinary shares is the offer for sale of shares which the Board of Directors' Meeting has passed a resolution to proposed to the shareholder meeting to determine the offering price at THB 0.01 per share, totaling not exceeding THB 909,945,207, which is lower than 90 percent of the market price of the Company's ordinary shares according to the criteria under the Notification of the Capital Market Supervisory Board No. TorJor. 28/2022 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (the "Notification No. TorJor. 28/2022"). The "market price" is calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand 15 consecutive business days before the date on which the Board of Directors resolve to propose agendas to the Annual General Meeting of Shareholders to request approval for the offering of newly issued ordinary shares to Investors, which is a period between 27 February 2024 to 18 March 2024, at THB 0.0200 per share. (Information is retrieved from SETSMART at [www.setsmart.com](http://www.setsmart.com).) (The market price is set to 4 decimal places. If the 5th position is greater than 5, it will be rounded up.)

In this regard, given that the Company has accumulated losses shown in the separate financial statements for the accounting period ending 31 December 2023 (audited version), the Company is able to determine the offering price of the Company's newly issued ordinary shares that will be offered for sale to the Investors at a price lower than the Company's par value. The Company must comply with Section 52 of the Public Limited Companies Act B.E. 2535 (as amended) and the Company must receive approval from the shareholder meeting.

The issuance and offering of newly issued ordinary shares is considered to be a significant offering of newly issued shares through a private placement according to the Notification No. TorJor. 28/2022 because the price of the offering of shares is clearly stated to be lower than the market price. Therefore, the Company must arrange for an independent financial advisor (IFA) to provide opinions to shareholders on (1) the appropriateness of the price and conditions for the share offering (2) the reasonableness and benefits of the offering to the Investors including plans to use the money received from the offering when compared with

the impact on the shareholders and (3) opinions on whether shareholders should vote to approve or not, along with reasons, including the compliance with the criteria as specified in the Notification No. TorJor. 28/2022 to be complete in order to be considered approved by the SEC Office before the offering and allocation of the newly issued ordinary shares of the Company. Also, this matter must be approved by the shareholder meeting with a vote of not less than 3/4 of the total number of votes of shareholders attending the meeting and being eligible to vote and there must not be any shareholders representing more than 10 percent of the total number of votes of shareholders attending the meeting and having the right to vote disapprove of the matter.

The allocation of the newly issued shares as detailed above in any case must not cause any Investors under Private Placement to hold the Company's shares in a manner that increases up to or beyond the point at which a tender offer must be made, as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2011 Re: Rules, Conditions, and Procedures for Acquiring Securities for the Purpose of Business Takeover, dated 13 May 2011 (and as amended) or in a manner that violates the restrictions on foreign shareholding as specified in the Company's articles of association. According to the Company's articles of association, it is stipulated that foreigners may hold shares in the Company not exceeding 49 percent of the total number of the Company's shares sold.

Given that ST Holding's director and major shareholder is Mr. Krasuang Jarusira ("Mr. Krasuang") who holds 76 percent of the total issued and sold shares of ST Holding or indirectly being equivalent to 32.62 of the total issued and sold shares of ST (as of 15 March 2024). After the completion of the Transaction to Purchase Ordinary Shares of ST, the Company will consider appointing Mr. Krasuang to be a director of the Company. Therefore, the Transaction to Purchase Ordinary Shares of ST and the Transaction to Allocate Shares in Return for Purchasing ST's Shares, Part 1 are considered the connected transaction according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2008 Re: Rules of Entering into Connected Transactions and the Notification of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning a Connected Transaction B.E. 2546 (and as amended) (collectively referred to as the "Notifications on Connected Transaction"), when considering the size of the transaction for the acquisition of ordinary shares of ST using various calculation methods under the related announcement, it is found that the maximum size of the related transaction is 27.16 percent of net tangible assets (NTA) of the Company. Considering the reviewed consolidated financial statements of the Company ended 31 December 2023, such transaction size is exceeding 3 percent of the Company's NTA. Therefore, these transactions have large transaction size. In addition, the Company has not entered into any connected transaction during the past 6 months. The Company therefore has the obligations to perform under the Notifications on Connected Transaction as follows.

The Company has appointed Avantgarde Capital Company Limited as an independent financial advisor, a financial advisor listed on the approved list of the Securities and Exchange Commission. They will provide opinions to shareholders regarding the issuance and Private Placement and connected transactions.



The details appear in the report on the opinions of the Independent Financial Adviser on the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement and the Connected Transaction according to Enclosure 7.

In order for the Company to consider and take any necessary actions regarding the initial allocation of additional common shares. Therefore, it was resolved to propose to the shareholder meeting to consider approving the assignment of the Board of Directors and/or Executive Committee and/or the Chief Executive Officer, and/or any person appointed by the Board of Directors and/or Executive Committee and/or the Chief Executive Officer, to have authority to consider and take action on matters that are necessary, related, and/or continuous to the issuance and offering of capital increase and the allocation and subscription of such newly issued ordinary shares of the Company, including but not limited to the following matters:

(1) To consider specifying and/or amending and changing other details that are necessary and related to the allocation of newly issued ordinary shares of the Company as appropriate. This includes but is not limited to determining the duration of the offering as long as it is not contrary to or inconsistent with relevant announcements, rules, or laws. Also, determining and amending the subscription date and the offering date for newly issued ordinary shares, payment of shares which may be made by considering the time period for allocation and subscription in one or several occasions and setting the offering price based on the market price during the offering period. After a period of 3 months has elapsed from the date the shareholder meeting resolved to approve the offering of newly issued shares; and

(2) To contact, negotiate, enter into, sign, amend contracts, permission request documents, waiver requests, notices, and evidence necessary and related to the allocation of newly issued ordinary shares of the Company. This includes but is not limited to a share subscription agreement, a relevant registration with the Ministry of Commerce, contacting and submitting permission requests, waiver requests, notices such documents and evidence to the SEC Office and the SET, government, agencies or agencies involved in making corrections, additions or changes to requests or contents in such documents are relevant as well as registering such newly issued ordinary shares as listed securities on the SET; and

(3) To take any action necessary and relevant to make the allocation of newly issued ordinary shares of the Company successful. This includes appointing and assigning other persons who are appropriate to act as sub-attorneys for the above actions.

**Opinion of the Board:** The Board has considered, approved, and deemed appropriate to propose to the shareholder meeting for consideration and approval the allocation of newly issued ordinary shares of the Company, with the total number not exceeding 130,323,464,370 shares at a par value of 1.00 per share. The details are as follows:

1. Allocating the newly issued shares in the amount of not exceeding 39,328,943,670 shares with a par value of THB 1.00 per share to accommodate the exercising of the NEWS-W8 Warrants as detailed above in all respects, and

2. Allocating the newly issued shares in the amount of not exceeding 90,994,520,700 shares with a par value of THB 1.00 per share through Private Placement to 15 persons (collectively “Investors”) whereby there is 1 person being the connected party to the Company and the remaining 14 Investors are not the connected party to the Company.

The Chairman gave shareholders an opportunity to ask questions and express additional opinions.

There were no shareholders asking questions or giving additional opinions.

This agenda shall be passed by votes of no less than 3/4 of the total votes casted by the shareholders attending the meeting and eligible to vote without counting the voting rights of shareholders who have conflicts of interests and the without counting the votes of shareholders amounting to 10 percent of the total votes of the shareholders present and eligible to vote against.

**Resolution** : The meeting considered, To approve the allocation of additional common shares of the company in a total amount not exceeding 130,323,464,370 shares with a par value of 1.00 baht per share to (1) allocate additional common shares in a total amount not exceeding 39,328,943,670 shares with a par value of 1.00 baht per share to support the exercise of rights under the NEWS-W8 warrants and to (2) allocate additional common shares in a total amount not exceeding 90,994,520,700 shares with a par value of 1.00 baht per share to be offered for sale to a limited number of persons (Private Placement) according to the proposed details. With a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. Without counting the votes of shareholders who have interests. and there were no more than 10 percent of the total number of votes of shareholders who attended the meeting and had the right to vote in opposition, as follows:

Approved	40,746,995,780	votes,	equivalent to	92.0379	%
Disapproved	3,500,000,000	votes,	equivalent to	7.9057	%
Abstained	25,000,000	votes,	equivalent to	0.0565	%
Voided	0	votes,	equivalent to	0.0000	%

**Agenda 12** To consider and approve of issuing and offering of warrants to purchase ordinary shares of the Company No. 8 (NEWS-W8) (“NEWS-W8 Warrants”), which will be allocated to existing shareholders proportionate to their respective shareholding (Rights Offering)

The meeting facilitator explained to the meeting that, The Meeting No. 3/2024 and the Meeting No. 5/2024 have approved to propose to the 2024 Annual General Meeting of Shareholders to consider approving the issuance and offering of warrants to purchase ordinary shares of the Company No. 8 (NEWS-W8) (“NEWS-W8 Warrants”), which will be allocated to existing shareholders proportionate to their respective shareholding (Rights Offering) with the details as follows.

As a result of the allocation of newly issued shares of the Company in agenda 11, the Board of Directors' Meeting has passed the resolution to propose to the 2024 Annual General Meeting of Shareholders to consider approving the issuance and offering of warrants to purchase ordinary shares of the Company No. 8 (NEWS-W8) ("NEWS-W8 Warrants") in the amount of not exceeding 39,328,943,670 units (without any cost), which will be allocated to existing shareholders proportionate to their respective shareholding (Rights Offering). In the allocation ratio of 5 existing ordinary shares per 1 unit of NEWS-W8 Warrants (if there is any fraction, the entire amount of such fraction shall be discarded).

In this regard, the term of NEWS-W8 Warrants is 2 years from the date of the issuance of warrants. The exercise ratio is 1 unit of warrant having the right to purchase 1 ordinary share and the exercise price is THB 0.012 (subject to change in accordance with the conditions for rights adjustment as specified in the terms and conditions regarding the rights and duties of the NEWS-W8 Warrants' issuer). In case of remaining shares after the calculation of the issuance and allocation to the existing shareholders, such amount shall be discarded.

The terms and details of NEWS-W8 Warrants appear in the Summary of Material Details of Warrants to Purchase Newly Issued Ordinary Shares of News Network Corporation Public Company Limited No. 8 (NEWS-W8) according to Enclosure 8). The Board will consider the date for determining the rights of the names of shareholders who are entitled to receive the allocation of NEWS-W8 warrants and will further inform.

The Dilution Effect of issuing and offering additional common shares on a specific basis to a limited number of persons (Private Placement) together with warrants to purchase the Company's common shares at the same time. The details are as follows:

#### Control Dilution

- 1) In the event that all existing shareholders fully exercise their rights under the NEWS-W8 subscription warrants issued at this time, there will be no impact on the voting rights of the Company's shareholders (Control Dilution).
- 2) In the event that the rights under the NEWS-W8 subscription warrants issued at this time are fully exercised, and the person exercising the rights are not the existing shareholders of the Company, there will be an impact on the voting rights of the Company's shareholders (Control Dilution). In this scenario, the existing shareholders will have their voting rights reduced by approximately 16.67%, which can be calculated as follows:

Qo = Total existing ordinary shares: 105,650,197,648 shares

Qp = Total new shares issued for capital increase to Private Placement:  
90,994,520,700 shares

Qw = Total new shares issued from exercising the rights according to the  
subscription warrants: 39,328,943,670 shares

$$\begin{aligned}
 \text{Therefore, Control Dilution} &= Q_w / (Q_o + Q_p + Q_w) \\
 &= 39,328,943,670 / (105,650,197,648 + \\
 &\quad 90,994,520,700 + 39,328,943,670) \\
 &= 16.67\%
 \end{aligned}$$

- 3) In the event that the rights in accordance with the NEWS-W8 warrants issued this time are fully exercised. and the person exercising the rights is not the original shareholder of the company. Combined with the issuance and offering of additional common shares to a limited number of persons (Private Placement), there will be an effect on the voting rights of the Company's shareholders (Control Dilution). The existing shareholders will have voting rights. Company shareholders Decreased by approximately 55.23 percent which can be calculated as follows.

$Q_o$  = Total existing ordinary shares: 105,650,197,648 shares

$Q_p$  = Total new shares issued for capital increase to Private Placement: 90,994,520,700 shares

$Q_w$  = Total new shares issued from exercising the rights according to the subscription warrants: 39,328,943,670 shares

$$\begin{aligned}
 \text{Therefore, Control Dilution} &= (Q_w + Q_p) / (Q_o + Q_p + Q_w) \\
 &= (39,328,943,670 + 90,994,520,700) / (105,650,197,648 + \\
 &\quad 90,994,520,700 + 39,328,943,670) \\
 &= 55.23\%
 \end{aligned}$$

#### Price Dilution

After the allocation of NEWS-W8 subscription warrants to existing shareholders of the Company in proportion to their shareholding, the impact on the Company's share price can be calculated as follows:

$P_o$  = Weighted average market closing price 15 business days preceding the Board of Directors' meeting on 19 March 2024 (27 February 2024 – 18 March 2024), which is THB 0.0200 per share.

$P_w$  = Price of exercising subscription warrants issued and offered, which is THB 0.0120 per share.

$P_p$  = Price of offering new ordinary shares for capital increase to Private Placement, which is THB 0.0100 per share.

$$\begin{aligned}
 P_n &= (P_o Q_o + P_p Q_p + P_w Q_w) / (Q_o + Q_p + Q_w) \\
 &= (0.0200 \times 105,650,197,648) + (0.0100 \times 90,994,520,700) + (0.0120 \times \\
 &\quad 39,328,943,670) / (105,650,197,648 + 90,994,520,700 + 39,328,943,670) \\
 &= 0.0148
 \end{aligned}$$

$$\begin{aligned}\text{Therefore, Price Dilution} &= (P_o - P_n) / P_o \\ &= (0.0200 - 0.0148) / 0.0200 \\ &= 25.95\%\end{aligned}$$

#### Earnings Per Share Dilution

The Company cannot calculate the impact on Earnings Per Share Dilution because the Company incurred losses from operations for the past 12 months (1 January 2023 – 31 December 2023).

In this regard, according to the rights and obligations of the issuer of NEWS-W7 warrants (the "Terms of Rights"), the Company is obliged to adjust the rights in the event that the average price per share of newly issued ordinary shares to support the exercise of conversion rights is lower than 90 percent of the market price of the Company's ordinary shares. The "market price of the Company's ordinary shares" is calculated from the weighted average price of the Company's ordinary shares on the SET for the past 7 consecutive business days prior to the date used in the calculation (the first day that securities buyers are not entitled to receive warrants to purchase securities (XW)) Therefore, the Company is still unable to calculate "Market price of the Company's ordinary shares" to consider the adjustment of the rights of the NEWS-W7 warrants. However, the Company will consider "The market price of the Company's ordinary shares" on the first day that the purchaser of securities is not entitled to receive warrants to purchase securities (XW) in order to consider adjusting the rights of NEWS-W7 warrants and will notify the holders of NEWS-W7 and the SET accordingly.

In this regard, for the terms and conditions of the NEWS-W8 Warrants to be appropriate according to the circumstances of the capital and money markets taking into account the benefits of the Company and shareholders, the Board of Directors approved to propose to the 2024 Annual General Meeting of Shareholders to consider approving the assignment of the Board of Directors and/or Executive Committee and/or the Chief Executive Officer, and/or any person appointed by the Board of Directors and/or Executive Committee and/or the Chief Executive Officer, to have authority to take any actions related to the issuance and offering of NEWS-W8 Warrants to comply with the rules and regulations, including but not limited to the following matters:

(1) to determine and amend conditions and details related to the issuance and offering of the NEWS-W8 Warrants, the adjustment or change of the exercise ratio and exercise price according to the terms of rights including determining the record date for the shareholders who are entitled to receive the NEWS-W8 Warrants; and

(2) to negotiate, agree, enter into, amend, include and sign any related documents and agreements or any documents requesting permission or waiver, evidence and disclosures, sales report and other documents necessary and related to the issuance and offering of the NEWS-W8 Warrants, and the adjustment or change of the exercise ratio and exercise price according to the terms of rights including but not limited to contacting, filing, amending, executing and providing information and submitting documents

and evidence, as stated above, to the Office of Securities and Exchange Commission (the “SEC Office”), the Stock Exchange of Thailand (“SET”), or other relevant agencies relating to the issuance and the offering of the NEWS-W8 Warrants, as well as registering the NEWS-W8 Warrants and the newly issued ordinary shares resulting from exercising the NEWS-W8 Warrants as listed securities on the SET; and

(3) to carry out any other actions as necessary and related to the issuance and offering of the NEWS-W8 Warrants to ensure the success of such issuance and offering of the NEWS-W8 Warrants.

**Opinion of the Board:** The Board has considered, approved, and deemed it appropriate to approve propose the meeting to consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 8 (“NEWS-W8 Warrants”) in the amount of not exceeding 39,328,943,670 units (without any cost), which will be allocated to existing shareholders proportionate to their respective shareholding (Rights Offering). In the allocation ratio of 5 existing ordinary shares per 1 unit of NEWS-W8 Warrants, as detailed above in all respects.

The Chairman gave shareholders an opportunity to ask questions and express additional opinions.

There were no shareholders asking questions or giving additional opinions.

**Voting requirement:** The resolution on this agenda shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution :** The meeting considered, To approve the issuance and offering of NEWS-W8 warrants in an amount not exceeding 39,328,943,670 units (without charge) to be allocated to the existing shareholders of the company in proportion to their shareholding (Right Offering) in the allocation ratio of shares. The original common shares were 5 shares per 1 unit of NEWS-W8 warrant as per the proposed details. With a majority vote of the shareholders who attended the meeting and voted as follows:

Approved	40,746,995,780	votes,	equivalent to	92.0379	%
Disapproved	3,500,000,000	votes,	equivalent to	7.9057	%
Abstained	25,000,000	votes,	equivalent to	0.0565	%
Voided	0	votes,	equivalent to	0.0000	%

**Agenda 13 Other business (if any)**

The Chairman informed the meeting that at this time, various agenda items have been completely considered according to the agenda specified in the meeting invitation letter and provided opportunities for shareholders to ask questions and express additional opinions.

There were no additional questions or suggestions from shareholders.

The Chairman thanked all shareholders who kindly gave their valuable time to make today's meeting a success and would like to confirm that the board of directors, executives and all employees. I will do my best. For the highest benefit of the Company and would like to close the 2024 Annual General Meeting of Shareholders via electronic media.

The meeting closed at 16.50 hours.

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(Mr. Baakbun Boonlert)

Chairman of the Board / Chairman of the meeting

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(Miss Wanida Rijirawanich)

Company Secretary / Meeting Recorder