



DNA 2002 PUBLIC COMPANY LIMITED

Room B, 21st Floor
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- Translation -

(Amendment in blue text)

12 February 2018

No. DNA001/2018

Subject: Information Memorandum relating to the disposal of assets

Attention: The President
The Stock Exchange to Thailand

Enclosure: 1. Information Memorandum Relating to the disposals (IM1) of the Company

DNA 2002 Public Company Limited (“The Company”), would like to inform that The Board of Directors Meeting No. 1/2018 on 12 February 2018 at 10. 00 Am., has resolved as follows;

1. Acknowledge the resignation of Mr. Parinya Jaravijit who has submitted a letter of resignation from the position of director and the Executive Committee Member, due to his other business engagement that causing him to be unable to perform such duties with effective from 31 January 2018 onwards.
2. Approved to appointment of Mr. Pipat Rungreung as a director replacing Mr. Parinya Jaravijit with effective from 12 February 2018.
3. Approved to appointment of Mr. Pipat Rungreung to be the Executive Committee Member replacing Mr. Parinya Jaravijit with effective from 12 February 2018.
4. Approved to extension the period of payment of Elephant Building Project Room Number 3322/6 and Room Number 3322/8 which are belong to Mr. Prasit Srirungtham from 23 November 2017 according to the resolution of the Board of Directors No. 6/2017 on 23 August 2017 to be 15 May 2018 to maintain the relationship with Mr. Prasit Srirungtham which the shareholder of Bun Co., Ltd., [jointed](#) with the Company and have the efficiency to investment together.
5. Approved the disposal of all investment in Hollywood (Thailand) Co., Ltd. (“HLW”) (the formerly “Hollywood Reporter (Thailand) Co., Ltd.”), the subsidiary which has been hold 83.34 percent of DNA Revolution Co., Ltd. (“DRV”) which is a subsidiary of the Company has been hold 99.99 percent to World Sport Group Co., Ltd., who has no relation as a connected person to the Company, in the amount of Baht 5,000,000 (The selling price is the cost price. The Company does not have any additional investment in



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HLW, including the Company or group of companies without guarantee or liabilities or other responsibilities.

However, HLW has outstanding liabilities to the Group as at 31 January 2018 which is account payable of film right in amounting to Baht 12.14 million and outstanding loan in amounting to Baht 1.76 million. HLW will process the repayment of outstanding [film right](#) liabilities by installment for 24 periods for [the detail together in IM1](#) and the repayment of loan with in March 2018 which is the condition that identified in the contract. (The Company or the group of companies has no any guarantee or liabilities or other responsibilities with HLW.) Then the totaling benefit of this transaction will be 18.90 million.

6. Approved the disposal of all investment of Small Room Co., Ltd. (“SMR”), the associate which has been hold 25.00 percent of DNA Revolution Co., Ltd. (“DRV”) which is subsidiary of the Company has been hold 99.99 percent to Mr. Settra Sirichaya who has no relation as a connected person to the Company, in the amounting of Baht 2,250,000 [the price based on par value](#) (The selling price is the current price. The Company or group of Company has no any guarantee or liabilities or other responsibilities with SMR.
7. Approved the disposal of all investment of My Network and Solution Co., Ltd. (“MyNet”), the subsidiary which has been hold 50.99 percent to Miss Nuntaporn Thongsong who has no relation as a connected person to the Company, in the amounting of Baht 1,000,000 which is agreed price [due to the financial status of MyNet have deficit. When considering net book value, it is not possible to determine the price at the residual value, thus setting the price to be able to compensate for some investments and to set additional conditions for repayment of debt to the Group.](#)

However, MyNet has outstanding liabilities to the Group as at 31 January 2018 which is outstanding loan in amounting to Baht 7.83 million. MyNet will process the repayment by installment for 4 periods ([Baht 2 million per installment, except for the last installment, which is equal to the outstanding balance](#)) which is the condition that identified in the contract. (The Company or the group has no any guarantee or liabilities or other responsibilities with MyNet.) Then the totaling benefit of this transaction will be 8.83 million.

8. Approved the disposal of all investment of Digital Synergy Co., Ltd. (“DGT”), the associate which has been hold 49.00 percent of DNA Revolution Co., Ltd. (“DRV”) which is subsidiary of the Company has been hold 99.99 percent to Miss Tanaphat Thammasuth who has no relation as a connected person to the Company, in the amounting of Baht 15,000,000 which is agreed price [due to the financial status of DGT have deficit. When considering net book value, it is not possible to determine the price at the residual value, thus setting the price to be able to compensate for some investments and to set additional conditions for repayment of debt to the Group.](#)



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However, DGT has outstanding liabilities to the Group as at 31 January 2018 which is outstanding loan in amounting to Baht 16.54 million. DGT will process the repayment of loans within April 2018 which is the condition that identified in the contract. (The Company and the group have no any guarantee or liabilities or other responsibilities with DGT.) Then the totaling benefit of this transaction will be 31.54 million.

Nevertheless, the disposal of all investment in Hollywood (Thailand) Co., Ltd. (“HLW”), the disposal of all investment in Small Room CO., Ltd. (“SMR”), the disposal of all investment in My Network and Solution Co., Ltd. (“MyNet”) and the disposal of all investment in Digital Synergy Co., Ltd. (“DGT”) are considered as a disposal as specified in Acquisition and Disposal Notification of the Capital Market Supervisory Board No. ThorJor. 20/2551 entitled Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and its amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of Listed Company concerning the Acquisition and Disposition of Assets, B.E. 2547 (2004) and its amendments (collectively referred to as the “Acquisition or Disposal Notification”) The transaction of HLW size at 3.22 percent, according to the calculation method of Total value of consideration , the transaction of SMR size at 0.38 percent, according to the calculation method of Total value of consideration, the transaction of MyNet size at 1.51 percent, according to the calculation method of Total value of consideration and the transaction of DGT size at 5.38 percent, [respectively](#), according to the calculation method of Total value of consideration referred to the consolidated financial statement ended on 30 September 2017.

In addition, [Total transaction sizes of these 4 transactions are 10.49 percent based on the total value of consideration. Based on the consolidated financial statements of the Company as of September 30, 2017, when combined with the size of asset disposition during the past six months Total transaction size is 26.94 percent based on the total value of the consideration. The size of the transaction. 37.43 percent based on the total value of the consideration.](#) Therefore, such transactions are classified as disposal transaction type 2 which has the transaction size more than or equals to 15 percent but less than 50 percent.



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Please be informed accordingly,

Yours Sincerely,

(Mr. Samart Chuasiriphattana)

Chairman of Executive Committee

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Information Memorandum Relating to the Disposal of Assets**Transaction1 The disposal of all investment in Hollywood (Thailand) Co., Ltd. (“HLW”)****1. Date of transaction**

The disposal is expected to be completed within February 2018

2. Parties involved

Seller	DNA Revolution Co., Ltd. (“DRV”), the subsidiary which has been hold 99.99 percent of total registered capital.
Buyer	World Sport Group Co., Ltd. (“WSG”)
Relationship	World Sport Group Co., Ltd. was the subsidiary of the Company and disposed in 2016. Currently WSG is not related parties. In accordance with the rules prescribed in the Notification of the Capital Market Supervisory Board No.Tor.Jor.21/2008 Re: Rules on Connected Transactions And according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other

3. General characteristics of the transaction

DNA Revolution Co., Ltd. (“DRV”), the subsidiary of the Company has been hold 99.99 percent dispose all investment in Hollywood (Thailand) Co., Ltd. (“HLW”) total 50,001 shares or 83.34 percent of total registered capital at par value of Baht 100 per share, equivalent to the paid up capital of Baht 99.998 per share, total amount of Baht 5,000,000 (The selling price is the cost price. The Company does not have any additional investment in HLW, including the Company or group of companies without guarantee or liabilities or other responsibilities.) to the buyer who is not related to the directors, the executives, the major shareholders of the authorized person of the company.

However, HLW has outstanding liabilities to the Group as at 31 January 2018 which is account payable of film right in amounting to Baht 12.14 million and outstanding loan in amounting to Baht 1.76 million. HLW will process the repayment of outstanding liabilities by installment for 24 periods for the film right [as details below](#);

	installment	Due date	Amount
Period 1 – 23	500,000.00	April 2018 – February 2020	11,500,000.00
Period 24	638,659.46	March 2020	638,659.46
			12,138,659.46



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The repayment of loan with in March 2018 which is the condition that identified in the contract. If HLW defaults the installment as mention as above. The Company can call interest for late payment at 7.50 percent **per annual**. (The Company or the group of companies has no any guarantee or liabilities or other responsibilities with HLW.) Then the totaling benefit of this transaction will be 18.90 million.

Details of calculation of transaction size according to the Acquisition or Disposal Notification are as below:

This transaction is not considered as connected transaction. In addition, the size of the transaction is equals to 3.22 percent which calculated by Total value of Consideration as referring to the consolidated financial statement ended on 30 September 2017 with details of transaction as follow

Financial information as at 30 September 2017 (Unit: Million Baht)	The Company
Total assets	586.59
Less Intangible assets	50.50
Less total liabilities	397.91
Less Non-Controlling (NTA)	31.61
Net tangible assets (NTA)	106.57
Profit attributable to equity holders of the parent 6 months past	(173.82)

The calculation of the transaction size according to the Notification of Acquisition or Disposition of All 4 Calculation Criteria is as follows:

Calculation Method	Calculation	Transaction size
1. Net tangible assets (NTA)	$\frac{\text{Sale proportion (83.34\%)} \times \text{Net asset value (Baht 0.47 million)}}{\text{Net Assets Value of the Company (Baht 106.57 million)}}$	0.37 percent
2. Net Profit	$\frac{\text{Sales proportion (83.34\%)} \times \text{Net loss of HLW (Baht 1.23 million)}}{\text{Company's net loss (Baht 173.82 million)}}$	N/A
3. Total value of consideration	$\frac{\text{Total value of consideration (Baht 18.90 million)}}{\text{Total assets of the Company (Baht 586.59 million)}}$	3.22 percent
4. Securities value criteria	$\frac{\text{Total assets of the Company (Baht 636.56 million)}}{\text{Number of issued and paid-up shares of the company}}$	N/A
Highest Value		3.22 percent

Therefore, the disposal of this transaction has the highest transaction size of 3.22 percent, which is calculated by Total value of consideration by the consolidated financial statement ended 30 September 2017.



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4. Details of asset being disposed

Asset to be disposed : Ordinary shares of Hollywood (Thailand) Co., Ltd. (“HLW”)

General information of HLW

Company name : Hollywood (Thailand) Co., Ltd.
 Established Date : 3 April 2015
 Head Office : 40/19 Soi Amornpanniwet 4 Viphavashi-Rangsit Road Ladyao Chutuchak Bangkok
 Par Value : 100 Baht per share
 Registered Capital : 6,000,000 Baht
 Paid-up Capital : 6,000,000 Baht
 Type of Business : Film right management of [Hollywood Thai and other oversea film rights](#) and event organization such as Mascot show of Shinchan, Hello Kitty show from Sanrio

Key Financial Data (Unit: Million Baht)

	2015	2016	9 months 2017
Total assets	5.07	29.12	34.46
Total liabilities	2.36	28.20	34.93
Proprietary	2.71	(0.92)	(0.47)
Paid-up shares	6.00	6.00	6.00
Total income	6.20	21.52	8.95
Net profit (loss)	(3.29)	(1.79)	(1.23)

*Remark : *Key Financial Data for 2015 and 2016 was audited but auditor 9 months of 2017 is prepared by management of the Company.*

5. The shareholders structures are as follows;

List of shareholders	As at 31 December 2016		After disposal	
	Shares	%	Share	%
DNA Revolution Co., Ltd.	50,001	83.34	-	-
World Sport Group Co., Ltd.	-	-	50,001	83.34
Mr. Watson Homsangpradit	9,998	16.66	9,998	16.66
Miss Nuntharat Udomphanit	1	0.00	1	0.00
Total	60,000	100.00	60,000	100.00



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6. Total Value of Consideration and Method used for Determine of consideration Values

DRV will dispose all of investment in HLW amounting of 50,001 share or 83.34 percent of total register capital at par value of 100 Baht per share, equivalent to the total paid up capital of 99.998 Baht per share, totaling Baht 5,00,000 to the buyer who is not related to the directors, the executives, the major shareholders of the authorized person of the company.

However, HLW has outstanding liabilities to the Group as at 31 December 2017 which are account payable of film right in amounting to Baht 12.14 million and outstanding loan in amounting to Baht 1.76 million. HLW will process the repayment according to the contract as mentioned in no. 3. Then the totaling benefit of this transaction will be 18.90 million.

7. Expected benefit for the Company

The disposal of all investment in HLW is restructuring of the investment of the Company that has no profit and cannot generate income for overall. In the past HLW has accumulated loss and cannot operate the business that reflects to the group. In addition, the Company has considered that the business about film right must have the continuous working capital and also use a long period to reflect the benefit until achieve the break event point. To reduce the risks in additional investment and may take the result of operation that may not achieve the expectation of investment. The Company focuses on the investment in the business that can make the significant profit to reflect the sustainable of the group.

Otherwise, this disposal transaction will help to restructuring the investment of the group to focus in the business that can grow up with sustainable in the future and make the significant profit. Moreover, the Company will have more working capital for the group.

8. Source of fund

DRV will use proceeds from the disposal of HLW's investment for repayment loan from DNA 2002 Public Company Limited.

9. Opinion of the Board of Directors Regarding the Transaction

The Board of Directors performed duties with honesty and carefully consider the transaction, has considered the purpose, the source of the transaction, reasonable and the risk of entering into the transaction. This transaction is appropriate. As a result, the Company is able to reduce the risk in operating in business that needs to use the high volume of investment while the returns are not in line with expectations. Including reduce the risk from additional



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investment. In addition, the negotiation of the disposal transaction has no damage to the total investment of the Company due to the selling price is at cost, including the Company or group of companies have no any guarantee or other responsibilities. Therefore, it's resolved to dispose of all remaining investment of HLW in order not to affect the risk of future operation in the future.

10. Opinion of the Company's Audit Committee and/or directors which re different from the opinions of the Board of Directors (No.9) regarding the transaction

-None-

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Transaction 2 The disposal of all investment in Small Room Co., Ltd. (“SMR”)**1. Date of transaction**

The disposal is expected to be completed within February 2018

2. Parties involved

Seller	DNA Revolution Co., Ltd. (“DRV”), the subsidiary which has been hold 99.99 percent of total registered capital.
Buyer	Mr. Settra Sirichaya
Relationship	Mr Settra Sirichaya is not related parties. In accordance with the rules prescribed in the Notification of the Capital Market Supervisory Board No.Tor.Jor.21/2008 Re: Rules on Connected Transactions And according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other

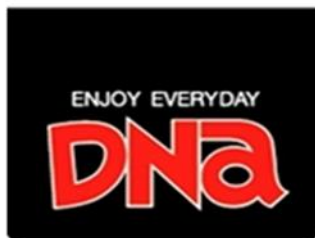
3. General characteristics of the transaction

DNA Revolution Co., Ltd. (“DRV”), the subsidiary which has been hold 99.99 percent dispose all investment in Small Room Co., Ltd. (“SMR” total 22,500 shares or 25.00 percent of total registered capital at par value at 100 Baht per share, total amount of Baht 2,250,000 [the price based on par value](#). (The Company does not have any additional investment in HLW, including the Company or group of companies without guarantee or liabilities or other responsibilities.)

Details of calculation of transaction size according to the Acquisition or Disposal Notification are as below:

This transaction is not considered as connected transaction. In addition, the size of the transaction is equals to 0.38 percent which calculated by Total value of Consideration as referring to the consolidated financial statement ended on 30 September 2017 with details of transaction as follow

Financial information as at 30 September 2017 (Unit: Million Baht)	The Company
Total assets	586.59
Less Intangible assets	50.50
Less total liabilities	397.91
Less Non-Controlling (NTA)	31.61
Net tangible assets (NTA)	106.57
Profit attributable to equity holders of the parent 6 months past	(173.82)



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The calculation of the transaction size according to the Notification of Acquisition or Disposition of All 4 Calculation Criteria is as follows:

Calculation Method	Calculation	Transaction size
1. Net tangible assets (NTA)	$\frac{\text{Sale proportion (25\%)} \times \text{Net asset value (Baht 14.57 million)}}{\text{Net Assets Value of the Company (Baht 106.57 million)}}$	N/A
2. Net Profit	$\frac{\text{Sales proportion (25\%)} \times \text{Net loss of HLW (Baht 0.47 million)}}{\text{Company's net loss (Baht 173.82 million)}}$	N/A
3. Total value of consideration	$\frac{\text{Total value of consideration (Baht 2.25 million)}}{\text{Total assets of the Company (Baht 586.59 million)}}$	0.38 percent
4. Securities value criteria	$\frac{\text{Total assets of the Company (Baht 636.56 million)}}{\text{Number of issued and paid-up shares of the company}}$	N/A
Highest Value		0.38 percent

Therefore, the disposal of this transaction has the highest transaction size of 0.38 percent, which is calculated by Total value of consideration by the consolidated financial statement ended 30 September 2017.

4. Details of asset being disposed

Asset to be disposed : Ordinary shares of Small Room Co., Ltd. ("SMR")

General information of SMR

Company name : Small Room Co., Ltd.

Established Date : 17 January 2000

Head Office : 777 Sukhumvit Road Kongtannuar Wattana Bangkok

Par Value : 100 Baht per share

Registered Capital : 9,000,000 Baht

Paid-up Capital : 9,000,000 Baht

Type of Business : Producing songs, songs for commercial, movies, drama including music album which emphasize Indy styles and provide actors for entertainment activities

Key Financial Information (Unit : Million)

	2014	2015	2016	9 month 2017
Total assets	16.90	14.79	9.94	12.99
Total liabilities	24.35	27.84	25.09	27.66
Proprietary	(7.45)	(13.05)	(15.15)	(14.67)
Paid-up shares	9.00	9.00	9.00	9.00
Total income	70.29	62.93	62.49	54.46
Net profit (loss)	(6.96)	(5.60)	(2.09)	(0.47)

*Remark : *Key Financial Data for 2014, 2015 and 2016 was audited but auditor 9 months of 2017 is prepared by management of the Company.*



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5. The shareholders structures are as follows;

List of shareholders	31 December 2017		After disposal	
	Shares	%	Shares	%
DNA Revolution Co., Ltd.	22,500	25.00	-	-
Mr. Settra Sirichaya	22,400	24.89	44,900	49.89
<u>Uabphathumphotiwat's Group</u>	<u>15,233</u>	<u>16.92</u>	<u>15,233</u>	<u>16.92</u>
- Mr. Rungroj Uabphathumphotiwat	15,033	16.70	15,033	16.70
- Miss Siriwan Uabphathumphotiwat	200	0.22	200	0.22
<u>Sawangtuk's Group</u>	<u>14,933</u>	<u>16.59</u>	<u>14,933</u>	<u>16.59</u>
- Mr. Chewalek Sawangtuk	14,833	16.48	14,833	16.48
- Mr. Chaluey Sawangtuk	100	0.11	100	0.11
Mr. Jademon Malayotha	14,833	16.48	14,833	16.48
Miss Arunee Anandakul	100	0.11	100	00.11
Warner Music (Thailand) Co., Ltd.	1	0.01	1	0.01
Total	90,000	100.00	90,000	100.00

6. Total Value of Consideration and Method used for Determine of consideration Values

DRV will dispose all of investment in SMR amounting of 22,500 shares or 25.00 percent of total register capital at par value of 100 Baht per share, equivalent to the total paid up capital of 100 Baht per share, totaling Baht 2,250,000 to the buyer. SMR has no any outstanding liabilities and obligation with the group of the Company that will calculate to the total value of consideration.

7. Expected benefit for the company

The disposal of all investment in SMR is restructuring of the investment of the Company to focus on the companies that make profit and can achieve a better overall performance. SMR has a net loss from its share capital and also has uncertainly performance and accumulated loss. In addition, SMR has business plan that need to use the high volume of investment the group no needs more investment in the business that has no profitability to the group. The Company plan that after complete the disposal transaction, it will decrease the financial burden to the Company and make the Company more profitable again.

8. Sources of fund

DRV will use proceeds from the disposal of SMR's investment for repayment loan from DNA 2002 Public Company Limited.



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9. Opinion of the Board of Directors Regarding the Transaction

The Board of Directors performed duties with honesty and carefully consider the transaction, has considered the purpose, the source of the transaction, reasonable and the risk of entering into the transaction. This transaction is appropriate based on the selling price of the investment, the par value of the share is determined. This is lower than cost of book value. (Investment value of Baht 7.77 million), which had invested in a value higher than the par value since the initial investment. However, considering the current financial of the SMR, and the way to restructure the investment of companies that focus on companies that generate profits and can result in a better overall performance. The selling price is determined based on the proportion of shares held by the Company. As a result, the Company is able to reduce the risk of additional investment including the Company or group of companies without any guarantee or other responsibilities. Therefore, it's resolved to dispose of all remaining investment of HLW in order not to affect the risk of future operation in the future.

10. Opinion of the Company's Audit Committee and/or directors which re different from the opinions of the Board of Directors (No.9) regarding the transaction

-None-

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Transaction 3 The disposal of all investment in My Network and Solution Co., Ltd. (“MyNet”)**1. Date of transaction**

The disposal is expected to be completed within February 2018

2. Parties involved

Seller	DNA 2002 Public Company Limited
Buyer	Miss Nunthaporn Thongsongsri
Relationship	Miss Nunthaporn Thongsongsri is not related parties. In accordance with the rules prescribed in the Notification of the Capital Market Supervisory Board No.Tor.Jor.21/2008 Re: Rules on Connected Transactions And according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other

3. General characteristics of the transaction

DNA 2002 Public Company Limited (“The Company”) dispose all investment in My Network and Solution Co., Ltd. (“MyNet”) total 50,999 shares or 50.99 percent of total registered capital at par value of Baht 100 per share, at price 19.61 per share, total amount of Baht 1,000,000 which is agreed with the buyer [due to the financial status of MyNet have deficit. When considering net book value, it is not possible to determine the price at the residual value, thus setting the price to be able to compensate for some investments and to set additional conditions for repayment of debt to the Group](#), to the buyer who is not related to the directors, the executives, the major shareholders of the authorized person of the company, which is agreed with the buyer. (The Company has no guarantee or liabilities or other responsibilities.)

However, MyNet has outstanding liabilities to the Group as at 31 January 2018 which outstanding loan in amounting to Baht 7.83 million. MyNet will process the repayment by installment for 4 periods ([Baht 2 million per installment, except for the last installment, which is equal to the outstanding balance](#)) which is the condition that identified in the contract. If MyNet defaults the installment as mention as above. The Company can call interest for late payment at 7.50 percent [per annual](#). (The Company and the group have no any guarantee or liabilities or other responsibilities with MyNet.) Then the totaling benefit of this transaction will be 8.83 million.



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Details of calculation of transaction size according to the Acquisition or Disposal Notification are as below:

This transaction is not considered as connected transaction. In addition, the size of the transaction is equals to 1.51 percent which calculated by Total value of Consideration as referring to the consolidated financial statement ended on 30 September 2017 with details of transaction as follow

Financial information as at 30 September 2017 (Unit: Million Baht)	The Company
Total assets	586.59
Less Intangible assets	50.50
Less total liabilities	397.91
Less Non-Controlling (NTA)	31.61
Net tangible assets (NTA)	106.57
Profit attributable to equity holders of the parent 9 months past	(173.82)

The calculation of the transaction size according to the Notification of Acquisition or Disposition of All 4 Calculation Criteria is as follows:

Calculation Method	Calculation	Transaction size
1. Net tangible assets (NTA)	$\frac{\text{Sale proportion (50.99\%)} \times \text{Net asset value (Baht 26.67 million)}}{\text{Net Assets Value of the Company (Baht 106.57 million)}}$	N/A
2. Net Profit	$\frac{\text{Sales proportion (50.99\%)} \times \text{Net loss of MyNet (Baht 20.13 million)}}{\text{Company's net loss (Baht 173.82 million)}}$	N/A
3. Total value of consideration	$\frac{\text{Total value of consideration (Baht 8.83 million)}}{\text{Total assets of the Company (Baht 586.59 million)}}$	1.51 percent
4. Securities value criteria	$\frac{\text{Total assets of the Company}}{\text{Number of issued and paid-up shares of the company}}$	N/A
Highest Value		1.51 percent

Therefore, the disposal of this transaction has the highest transaction size of 1.51 percent, which is calculated by Total value of consideration by the consolidated financial statement ended 30 September 2017.

4. Details of asset being disposed

Asset to be disposed : Ordinary shares of My Network and Solution Co., Ltd. (“MyNet”)

General information of MyNet

Company name : My Network and Solution Co., Ltd.

Established Date : 2 November 2015

Head Office : M Link Tower Soi Sukhumvit 62 Bangjak Phakanong Bangkok 10260

Par Value : 100 Baht per share

Registered Capital : 10,000,000 Baht



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Paid-up Capital : 10,000,000 Baht
 Type of Business : Provides services of technology system, system development, application development and provide technology consultant

Key Financial Information (Unit: Million)

	2015	2016	9 month 2017
Total assets	9.69	20.50	8.08
Total liabilities	0.37	27.02	34.75
Proprietary	9.32	(6.52)	(26.67)
Paid-up shares	10.00	10.00	10.00
Total income	-	0.07	0.17
Net profit (loss)	(0.68)	(15.84)	(20.13)

*Remark : *Key Financial Data for 2015 and 2016 was audited but auditor 9 months of 2017 is prepared by management of the Company.*

5. The shareholders structures are as follows;

List of shareholder	31 December 2017		After disposal	
	Shares	%	Shares	%
DNA 2002 Public Company Limited	50,999	50.99	-	-
Miss Nanthaporn Thongsongsi	20,000	20.00	70,999	70.99
Mr. Pongpalachai Thaweejaroengkit	29,000	29.00	29,000	29.00
Mr. Samart Chausiriphattana	1	0.01	1	0.01
Total	100,000	100.00	100,000	100.00

6. Total Value of Consideration and Method used for Determine of consideration Values

DNA 2002 Public Company Limited (“The Company”) dispose all investment in My Network and Solution Co., Ltd. (“MyNet”) total 50,999 shares or 50.99 percent of total registered capital at par value of Baht 100 per share, at price 19.61 per share, total amount of Baht 1,000,000 to the buyer, which is agreed price. The pricing of the disposal of all investment in MyNet considers about the current financial position of MyNet that has negative retain earning, no certainty business plan and no ability to operate the business since establish the company. From these two factors are the risks that will effect to the investment and internal management **and when considering net book value, it is not possible to determine the price at the residual value, thus setting the price to be able to compensate for some investments and to set additional conditions for repayment of debt to the Group.** Otherwise, DNA has plan to restructuring of the internal group’s structure that will focus only the companies that can make the profit and can



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generate significant income to the group of the companies. In the past the Company planned to investment MyNet for operating the business about platform and technology for communication devices but cannot achieve the main objective of generating income and profit that reflect to the overall performance of the group. The main factor for consideration the price, the buyer will support the financial to MyNet for repayment of outstanding liabilities to the Company and the buyer has negotiate that transaction with the condition that the buyer will take the responsibilities to fund the sources of fund for repayment the outstanding liabilities to the Company which is reduce the risks of loss of investment and loans

However, MyNet has outstanding liabilities to the Group as at 31 January 2018 which outstanding loan in amounting to Baht 7.83 million. MyNet will process the repayment by installment for 4 periods as mention in No. 3 which is the condition that identified in the contract. (The Company and the group have no any guarantee or liabilities or other responsibilities with MyNet.) Then the totaling benefit of this transaction will be 8.83 million.

7. Expected benefit for the company

The disposal of all investment in MyNet is restructuring of the investment of the Company that has no profit and cannot generate income for overall. In the past MyNet has accumulated loss and cannot operate the business that reflects to the group. In addition, the Company has considered that the business about platform technology on mobile has a high competition and also use a high volume of investment for searching the employee to develop the system and also use a long period to reflect the benefit. The Company focuses on the investment in the business that can make the significant profit to reflect the sustainable of the group.

Otherwise, this disposal transaction will help to restructuring the investment of the group to focus in the business that can grow up with sustainable in the future and make the significant profit. Moreover, the Company will have more working capital for the group.

8. Sources of fund

DNA 2002 Public Company Limited will proceeds from the disposal of MyNet's investment as working capital for the operation of the Company onward.

9. Opinion of the Board of Directors Regarding the Transaction

The Board of Directors performed duties with honesty and carefully consider the transaction, has considered the purpose, the source of the transaction, reasonable and the risk of entering into the transaction. This transaction is appropriate. As a result, the Company is able to reduce the risk of additional investment. In addition the negotiation of the disposal is based on the current financial status of MyNet that has negative retain earning and cannot help the



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overall performance of the group. The Company plan to restructuring for business that can make profit and stable to future. After comparison of the benefit which the Company can reduce the risk by the buyer will process the repayment of loan from the Company which is reduce the liabilities and risks from recall of loans from MyNet that has no operion.. Therefore, it's resolved to dispose of all remaining investment of MyNet in order not to affect the risk of future operation in the future.

10. Opinion of the Company's Audit Committee and/or directors which re different from the opinions of the Board of Directors (No.9) regarding the transaction

-None-

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Transaction 4 The disposal of all investment in Digital Synergy Co., Ltd. (“DGT”)**1. Date of transaction**

The disposal is expected to be completed within February 2018

2. Parties involved

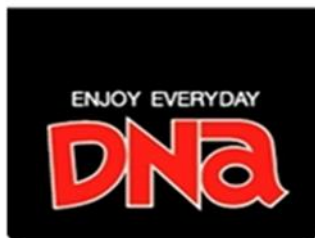
Seller	DNA Revolution Co, Ltd. (“DRV”), the subsidiary which has been hold 99.99 percent of total registered capital
Buyer	Miss Thanaphat Thammasuth
Relationship	Miss Thanaphat Thammasuth is not related parties. In accordance with the rules prescribed in the Notification of the Capital Market Supervisory Board No.Tor.Jor.21/2008 Re: Rules on Connected Transactions And according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other

3. General characteristics of the transaction

DNA Revolution Co., Ltd. (“DRV”), the subsidiary of the Company has been hold 99.99 percent dispose all investment in Digital Synergy Co., Ltd. (“DGT”) total 686,000 shares or 49.00 percent of total registered capital at par value of Baht 100 per share, in price at 21.866 Baht per share, total amount of Baht 15,000,000 000 which is agreed with the buyer due to the financial status of DGT have deficit. When considering net book value, it is not possible to determine the price at the residual value, thus setting the price to be able to compensate for some investments and to set additional conditions for repayment of debt to the Group. (The Company has no guarantee or liabilities or other responsibilities.) to the buyer who is not related to the directors, the executives, the major shareholders of the authorized person of the company.

However, DGT has outstanding liabilities to the Group as at 31 January 2018 which is outstanding loan in amounting to Baht 16.54 million which is the condition that identified in the contract. (The Company and the group have no any guarantee or liabilities or other responsibilities with DGT.) Then the totaling benefit of this transaction will be 31.54 million.

Details of calculation of transaction size according to the Acquisition or Disposal Notification are as below:



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This transaction is not considered as connected transaction. In addition, the size of the transaction is equals to 5.38 percent which calculated by Total value of Consideration as referring to the consolidated financial statement ended on 30 September 2017 with details of transaction as follow

Financial information as at 30 September 2017 (Unit: Million Baht)	The Company
Total assets	586.59
Less Intangible assets	50.50
Less total liabilities	397.91
Less Non-Controlling (NTA)	31.61
Net tangible assets (NTA)	106.57
Profit attributable to equity holders of the parent 9 months past	(173.82)

The calculation of the transaction size according to the Notification of Acquisition or Disposition of All 4 Calculation Criteria is as follows:

Calculation Method	Calculation	Transaction size
1. Net tangible assets (NTA)	$\frac{\text{Sale proportion (49.00\%)} \times \text{Net asset value (Baht (57.39) million)}}{\text{Net Assets Value of the Company (Baht 106.57 million)}}$	N/A
2. Net Profit	$\frac{\text{Sales proportion (49.00\%)} \times \text{Net loss of DGT (Baht 22.69 million)}}{\text{Company's net loss (Baht 173.82 million)}}$	N/A
3. Total value of consideration	$\frac{\text{Total value of consideration (Baht 31.54 million)}}{\text{Total assets of the Company (Baht 586.59 million)}}$	5.37 percent
4. Securities value criteria	$\frac{\text{Total assets of the Company}}{\text{Number of issued and paid-up shares of the company}}$	N/A
Highest Value		5.38 percent

Therefore, the disposal of this transaction has the highest transaction size of 5.38 percent, which is calculated by Total value of consideration by the consolidated financial statement ended 30 September 2017.

4. Details of asset being disposed

Asset to be disposed : Ordinary shares of Digital Synergy Co., Ltd. (“DGT”)

General information of DGT

Company name : Digital Synergy Co., Ltd.

Established Date : 28 May 2014

Head Office : 19 Soi Ramkhamhaeng 22, Ramkhamhaeng Road, Huamak, Bangkokapi, Bangkok

Par Value : 100 Baht per share

Registered Capital : 140,000,000 Baht

Paid-up Capital : 131,600,000 Baht



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Type of Business : Design, produce, sale and consultation of produce multimedia technology and animation especially service provider of platform for watching on media

Key Financial Information (Unit : Million)

	2014	2014	2016	9 months 2017
Total assets	59.64	73.99	57.82	17.25
Total liabilities	22.88	65.10	67.87	74.63
Proprietary	36.76	8.89	(10.05)	(57.39)
Paid-up shares	50.00	50.00	105.50	131.60
Total income	-	8.78	48.22	10.08
Net profit (loss)	(13.24)	(27.86)	(125.19)	(22.69)

*Remark : *Key Financial Data for 2014, 2015 and 2016 was audited but auditor 9 months of 2017 is prepared by management of the Company.*

5. The shareholders structures are as follows;

List of shareholder	31 December 2017		After disposal	
	Shares	%	Shares	%
1. DNA Revolution Co., Ltd.	686,000	49.00	-	-
2. Miss Thanaphat Thammasuth	160,001	11.43	846,001	60.43
3. Mr. Warinthorn Terdwantanakarnkit	159,001	11.36	159,001	11.36
4. Mr. Issara Amarthayakul	104,743	7.48	104,743	7.48
5. Unique Treasure Worldwide Ltd.	100,000	7.14	100,000	7.14
6. Mr. Phattawara Phongphaw	81,120	5.79	81,120	5.79
7. Mr. Winradit Konsardsenee	36,000	2.57	36,000	2.57
8. Mr. Khamphon Buriyamethakul	30,010	2.14	30,010	2.14
9. Miss Nicha Serbwonglee	29,980	2.14	29,980	2.14
10. Mr. Siri Jongkasemthavorn	2,730	0.20	2,730	0.20
11. Mr. Chana Jaruwatthanasakul	2,310	0.17	2,310	0.17
12. Miss Chanutaporn Boonsa	2,205	0.16	2,205	0.16
13. Rattanakosin Holding Company Limited	1,770	0.13	1,770.00	0.13
14. Mr. Kasinart Konsardsenee	1,470	0.11	1,470	0.11
15. Mr. Eakkasit Tanthawanun	1,295	0.09	1,295	0.09
16. Miss Thayin Phomkodwong	525	0.04	525	0.04
17. Miss Piyaporn Luengprasert	490	0.04	490	0.04
18. Mr. Noptee Phanitachtra	350	0.03	350	0.03
Total	1,400,000	100.00	1,400,000	100.00



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6. Total Value of Consideration and Method used for Determine of consideration Values

DNA Revolution Co., Ltd. (“DRV”) dispose all investment in Digital Synergy Co., Ltd. (“DGT”) total 686,000 shares or 49.00 percent of total registered capital at par value of Baht 100 per share, at price 21.866 per share, total amount of Baht 15,000,000 which is agreed with the buyer.

DGT has outstanding liabilities as at 31 January 2018 which is outstanding loan in amounting to Baht 16.54 million. However, DGT has accumulated loss which is a result of negative proprietary as at 31 December 2017. Then the criteria to consider the selling price is agreed price due to the financial status of DGT, there is a deficit. When considering the net book value, it is not possible to set the price at the residual value, thus setting the price to compensate for some investments and has additional condition in the contract that the buyer will find the sources of funds for repayment the outstanding liabilities of the group of companies with DGT within April 2018.

7. Expected benefit for the company

The disposal of all investment in DGT is restructuring of the investment of the Company that has no profit and cannot generate income for overall. In the past DGT has accumulated loss and cannot operate the business that reflects to the group. In addition, the Company has considered that the business about platform technology has a lot of competition. In this business have to use a high volume of investment and also use a long time. To reduce the risks in additional investment and may take the result of operation that may achieve the expectation of investment. The Company focuses on the investment in the business that can make the significant profit to reflect the sustainable of the group.

Otherwise, this disposal transaction will help to restructuring the investment of the group to focus in the business that can grow up with sustainable in the future and make the significant profit. Moreover, the Company will have more working capital for the group.

8. Sources of fund

DRV will use proceeds from the disposal of DGT’s investment for repayment loan from DNA 2002 Public Company Limited.

9. Opinion of the Board of Directors Regarding the Transaction

The Board of Directors performed duties with honesty and carefully consider the transaction, has considered the purpose, the source of the transaction, reasonable and the risk of entering into the transaction. This transaction is appropriate. Because of to reduce the damage of take loss from the operation that does not achieve the expectation. DGT has accumulated loss and also has negative retained earnings. The company's structure, which is planned to restructure to target specific businesses that generate profit and sustainability for future earnings. To reduce the risks in addition investment, the price is considered to the financial status of DGT have deficit. When considering net book



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value, it is not possible to determine the price at the residual value, thus setting the price to be able to compensate for some investments and to set additional conditions for repayment of debt to the Group. The buyer also have to take a responsibilities of finding the sources of fund to repayment loan within March 2018 which is the condition that make the group of the companies can use the proceed as the working capital. The Company plan to restructuring for business that can make profit and stable to future.

10. Opinion of the Company's Audit Committee and/or directors which re different from the opinions of the Board of Directors (No.9) regarding the transaction

-None-



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Considering the disposal of assets of the Company, the size of transaction in the past six months and the approval of the disposal of assets from the Board of Directors' Meeting No. 1/2018, the transaction size is as follows:

ที่	Assets Disposition of DNA and Subsidiaries	Value (Million Baht)	Transaction size (percent)	Date approve the Board of Directors
1.	Disposal of investment in Thai Capital Corporation Public Company Limited	73.08	11.48	15 August 2017
2.	Waiver of subscription rights of DNA Retail Link Co, Ltd.'s ordinary shares	40.00	6.28	23 August 2017
3.	Disposal of asset of Elephant Building Project	32.31	5.08	23 August 2017
4.	Waiver of subscription rights of BUN 's ordinary shares	24.33	3.82	23 August 2017
5.	Disposal of investment in Healthy Best Co., Ltd.	1.50	0.24	27 September 2017
6.	Disposal of Strong Tech Energy 3 Co., Ltd.	0.25	0.04	27 September 2017
7.	Disposal of investment in Hollywood (Thailand) Co., Ltd.	18.90	3.22	12 February 2018
8.	Disposal of investment in Small Room Co., Ltd.	2.25	0.38	12 February 2018
8.	Disposal of investment in My Network and Solution Co., Ltd.	8.83	1.50	12 February 2018
9.	Disposal of investment in Digital Synergy Co., Ltd.	31.54	5.37	12 February 2018
Total			37.43	

The transaction is in accordance with the Notification of the Capital Market Supervisory Board No. TorChor 20/2551 Re: Rules on Significant Transactions Related to the Acquisition or Disposition of Assets. And according to the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets, 2004 ("Acquisition or Disposition of Assets"). Of the DNA that calculated the transaction size **Total transaction size of this 4 transactions are 10.49 percent based on the total value of consideration. Based on the consolidated financial statements of the Company as of September 30, 2017, when combined with the size of asset disposition during the past six months Total transaction size is 26.94 percent based on the total value of the consideration. The size of the transaction 37.43 percent based on the total value of the consideration.** Therefore, such transactions are classified as disposal transaction type 2 which has the transaction size more than or equals to 15 percent but less than 50 percent.

Please be informed accordingly,

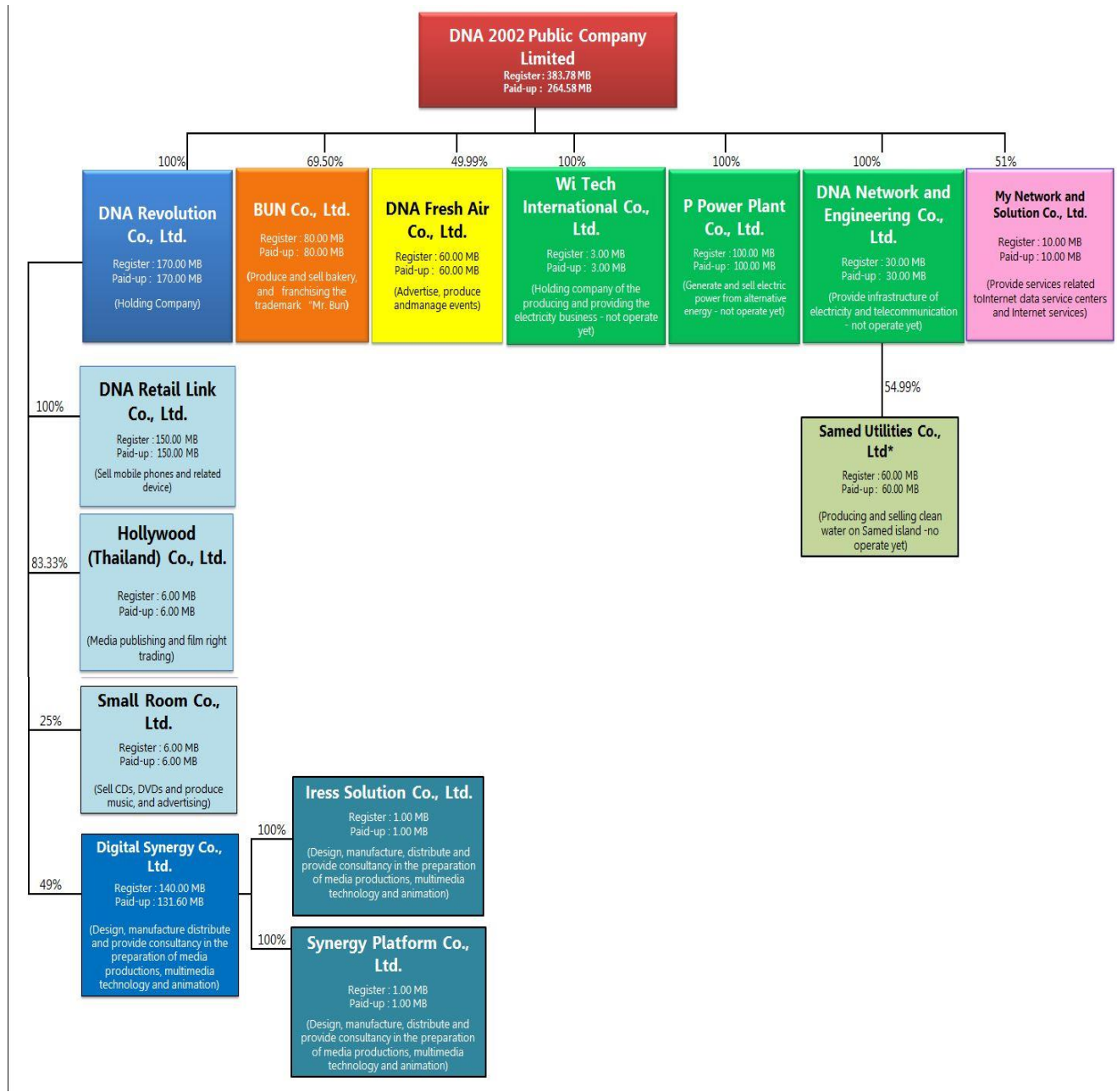
Best Regards,

(Mr.Samart Chuasiriphattana)

Executive Chairman



The Group Structure before disposal the investment





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The Group Structure after disposal the investment

