No. 2014/08/004

August 8, 2014

Subject: Capital increase / Acquisition and Disposal of assets / Connected Transaction and Agenda on Extraordinary General Meeting of Shareholders No. 1/2014

To: President

Stock Exchange of Thailand

Attachments:
1) Information Memorandum regarding "Connected Transaction" on Disposal of assets in ordinary shares of Tong Hua Daily News Co., Ltd.
2) Information Memorandum regarding "Acquisition of assets" in ordinary shares of Aqua Ad Public Company Limited
3) Information Memorandum regarding "Connected Transaction" on Sale, Marketing and Management with VGI Global Media Public Company Limited
4) Report on results of share offering (F 53-4)
5) Information Memorandum regarding "Offering new ordinary shares to Private Placement ("PP") at low price"

The Board of Directors Meeting of Tong Hua Communications Public Company Limited ("Company" or "TH") has resolved at its meeting No. 4/2014 held on August 8, 2014, to approve and/or agree to convene to the Extraordinary General Meeting of Shareholders ("EGM") No. 1/2014 which the details are as follow:

1. The resolution approved the disposal of 8.10 million ordinary shares in Tong Hua Daily News Co., Ltd. ("THD"), representing 81.00% of total paid capital of THD, to Mr. Somnuk Kyavatanakij, a Director and major shareholder of the Company, for THB 10 per share or in total amount of THB 81.00 million. After this transaction, the portion of the Company's shareholding in THD would be decreased to 19.00% of total paid up capital of THD. Thus, this transaction is intended for the Company's business restructuring in accordance to the Company's policy to emphasize the rental and production business of outdoor advertising. (See attachment 1). This agenda will be proposed to shareholders to be considered on EGM No. 1/2014.

2. The resolution approved the decrease of the registered capital from THB 1,159,998,983 to THB 759,998,983 by abolishing the non-allocated shares for 400,000,000 shares at par value of THB 1.00 per share, due to the fact that, formerly, the Company issued shares in order to prepare for individual and/or institutional investors under the private placement scheme This agenda will be proposed to shareholders to be considered on EGM No. 1/2014.
3. The resolution approved for amendment of Clause 4 of Memorandum of Association in accordance with the capital decrease. Consequently, the Board would assign to authorized assignee to proceed the amendment over registration documents at Department of Business Development, Ministry of Commerce.
4. The resolution approved for capital increase from THB 759,998,983 to THB 2,424,998,983 by newly shares issuance with 1,665,000,000 ordinary shares with par value at THB 1.00, which the details of allotment under the private placement scheme are as follow:
    4.1. Allocating 640,000,000 ordinary shares at the offering price of THB 1.431 per share to VGI Global Media Public Company Limited ("VGI").
    4.2. Allocating 100,000,000 ordinary shares at the offering price of THB 1.431 per share to Aqua Corporation Public Company Limited ("AQUA")
    4.3. Allocating 825,000,000 ordinary shares at the offering price of THB 1.431 per share to individuals which the details are as follow:

1)	Mr.Nares	Ngamapichon	for 100,000,000 ordinary shares
2)	Mr.Wanchai	Panvichien	for 100,000,000 ordinary shares
3)	Mr.Pracha	Damrongsuttipong	for 80,000,000 ordinary shares
4)	Mr.Nuttapon	Poolpoka	for 145,000,000 ordinary shares
5)	Mr.Supalerk	Vayakornvichitr	for 160,000,000 ordinary shares
6)	Ms.Nitnara	Mintarkhin	for 40,000,000 ordinary shares
7)	Mr.Chong	Rangsibrahmanakul	for 80,000,000 ordinary shares
8)	Ms.Pavasut	Jotikasthira	for 50,000,000 ordinary shares
9)	Mr.Raweerot	Khiannilsiri	for 70,000,000 ordinary shares

    4.4. Allocating 100,000,000 ordinary shares at the offering price of THB 1.431 per share to existing shareholders of the Company in proportion to their shareholding (Right Offering). Ratio 7 existing shares : 1 new share.

The offering price of THB 1.431 per share is lower than 90% of weighted average of the Company's share price in the Stock Exchange of Thailand ("SET") for 7 working days prior the day that the Board of Directors' Meeting has approved the resolution for this transaction, between July 30, 2014 to August 7, 2014 which the calculated price is equal to THB 3.05 per share. Thus, this transaction is considered to be private placement at low price pursuant to the Notification of the Capital Market Supervisory Board stated in Thor Chor 28/2551 Re: The Application for granting of approval of an offering of new shares Section: 2 the offering at low price and shall seek the approval from shareholders in the shareholders' meeting of the Company with at least 3 out of 4 from total shares that attending in the meeting and having voting rights and veto right shall not be at or higher than 10% from total shares that attending in the meeting and having voting rights . (See attachment 5)

5. The resolution approved to amend the conditions of warrant No.1 of the Company ("TH-W1") in order to reflect the results from the capital increase through the private placement scheme and allotment to the existing shareholders by proportion of their shareholding. Consequently, the Managing Director and/or the authorized assignee are entitled to determine the amended conditions and notify to the warrant holders.
6. The resolution approved for the capital increase for THB 40,000,000 in accordance with the Clause 4, the Company's capital increases from THB 2,424,998,983 to THB 2,464,998,983 by 40,000,000 newly shares issuance with par value at THB 1.00 in accordance with the amendment of conditions of TH-W1.
7. The resolution approved for amendment of Clause 4 of Memorandum of Association in accordance with the capital increase (as in Clause 4 and Clause 6). Consequently, the Board would assign to authorized assignee to proceed the amendment over registration documents at Department of Business Development, Ministry of Commerce.
8. The resolution approved the acquisition of 299,278,748 ordinary shares (with par value at THB 1 each) of Aqua Ad Public Company Limited ("AA") for THB 2.773 per share, representing 74.00% of the total share capital of AA, for a total consideration of THB 829,951,684 (the "Transaction") from the existing shareholders of Aqua Corporation Public Company Limited ("the Sellers"). Thus, this transaction is intended for the Company's business restructuring in accordance to the Company's policy to emphasize the rental and production business of outdoor advertising that has the potential growth. (See attachment 2)

9. The resolution approved to waive the tender offer through whitewash scheme for VGI Global Media Public Company Limited (VGI). Consequently, the Company shall convene to seek the approval from shareholders in the Extraordinary General Meeting of Shareholders ("EGM") No. 1/2014.
10. The resolution approved to assign the authority to the executive committee of the Company or the assignee from the executive committee to proceed for capital increase, allotment of share increased, entering into the Connected Transaction, entering into the Acquisition or Disposal of assets and the waiver of tender offer through whitewash scheme by seeking the approval from shareholders in the shareholders' meeting which the details are as follow:
    10.1 Determining and amend the offering period and conditions related the share allotment under the private placement scheme for 1,565,000,000 shares and the right offering in proportion to their shareholding scheme for 100,000,000 shares.
    10.2 Determining the name for entitle to subscribe newly shares issuance for 825,000,000 shares under the Private Placement scheme (see details in Clause 4.3)
    10.3 Negotiating and executing any contracts which including sign and amend any related documents as well as appointing advisors or other service providers (If necessary)
    10.4 Signing in application form for extension letter and other documents, including the submission of documents to official or any other organization (both domestic and international) that related to capital increase, share allotment, the entering into the Connected Transaction and the waiver of the tender offer through the Whitewash scheme as well as registering the increased shares of the Company to list in the Stock Exchange of Thailand
    10.5 Proceeding in relation to call for the EGM No.1/2014 including amending and/or adding agendas into the EGM No.1/2014 and/or change the date, time or venue for meeting, and record date and the book closing date pursuant to the Securities and Exchange Act on B.E.2535 in order to determine the entitled shareholders for the EGM No.1/2014
11. The resolution approved to AA to enter into the Connected Transaction for Management Contract with VGI, which the Company intended to acquire ordinary shares of AA (as in Clause 8) for 74.00% as a subsidiary of the Company. (See attachment 3)
12. The resolution approved to appoint Silom Advisory Co., Ltd. as the Independent Financial Advisor in order to give the opinion for the Connected Transaction in disposal of ordinary shares of Tong Hua Daily

News Co., Ltd., a subsidiary of the Company, to Mr.Somnuk Kyavatanakij who is a Director and major shareholder.

13. The resolution approved to appoint Grant Thornton Services Co., Ltd. as the Independent Financial Advisor in order to give the opinion for the Acquisition of ordinary shares of AA, the opinion for the waiver of tender offer through Whitewash scheme for VGI and the opinion for the Connected Transaction for execution of Management Contract with VGI regarding the sale, marketing and management services for AA.
14. The resolution approved to change the Company's name and abolish the Company seal, which the Company's name shall be changed from "Tong Hua Communications Public Company Limited" to "V PARTNERS Public Company Limited", subsequently the symbol shall be changed from "TH" to "VP". However, changing the Company's name is subject to the result of reservation with related entities which is mainly Department of Business Development, Ministry of Commerce; and in case of the changed name is changed, the Company will inform shareholder immediately.
15. The resolution approved for amendment of Clause 1 and the Company's regulation to reflect the change of the Company's name.
16. The resolution approved to determine the record date at September 1, 2014 and the name of entitled shareholders to attend the EGM No. 1/2014 and the names of entitled shareholders will be gathered by closing the share register book pursuant to Section 225 of the Securities and Exchange Act on B.E.2535 (and amendments) by book closing date at September 2, 2014.
17. The resolution approved to determine the record date at September 1, 2014 and the name of entitled shareholders to have the right to purchase the new issued share and the names of entitled shareholders will be gathered by closing the share register book pursuant to Section 225 of the Securities and Exchange Act on B.E.2535 (and amendments) by book closing date at September 2, 2014.
18. The resolution approved to convene to the EGM No.1/2014 held on September 22, 2014, time: 10.00, venue: Grand Mercure Bangkok Fortune Hotel, Fortune Tower, 1 Ratchadapisek Road, Dindang, Bangkok 10400 which the agendas are as follow:

    Agenda 1 To consider the minute of Annual General Meeting of Shareholders for the year 2014

Agenda 2	To approve for the disposal of ordinary shares in Tong Hua Daily News Co., Ltd., a subsidiary of the Company, to Mr.Somnuk Kyavatankij who is a Director and major shareholder.
Agenda 3	To approve for the decrease of the registered capital from THB 1,159,998,983 to THB 759,998,983 by abolishing the non-allocated shares for 400,000,000 shares at par value of THB 1.00 per share
Agenda 4	To approve for amendment of Clause 4 of Memorandum of Association in accordance with the capital decrease
Agenda 5	To approve for the capital increase from THB 759,998,983 to THB 2,464,998,983 by newly share issuance for 1,705,000,000 shares at par value of THB 1.00.
Agenda 6	To approve the amendment of Clause 4 of Memorandum of Association in accordance with the capital increase
Agenda 7	To approve the allotment of new issued shares
Agenda 8	To approve the waiver for tender offer of the Company through the Whitewash scheme for VGI Global Media Public Company Limited
Agenda 9	To approve for the acquisition of ordinary shares in Aqua Ad Public Company Limited (“AA”)
Agenda 10	To approve the assignment of authority to the executive committee of the Company or the assignee from the executive committee to proceed for capital increase, allotment of share increased, entering into the Connected Transaction, entering into the Acquisition or Disposal of assets and the waiver of tender offer through whitewash scheme by seeking the approval from shareholders in the shareholders’ meeting.
Agenda 11	To approve Aqua Ad public company limited to enter into the Connected Transaction for Management Contract with VGI.
Agenda 12	To approve to change the Company’s name and abolish the Company seal, which the Company’s name shall be changed from “Tong Hua

Communications Public Company Limited" to **"V PARTNERS Public Company Limited"**, subsequently the symbol shall be changed from "TH" to **"VP"**.

Agenda 13 To approve for amendment of Clause 1 and the Company's regulation to reflect the change of the Company's name

Please be informed, accordingly

Sincerely yours,

Tong Hua Communications Public Company Limited

Mr. Thitisak Skulkroo

Acting President

Attachment 1

Information Memorandum in relation to the Disposal of Assets and Connected Transaction

Tong Hua Communications Public Company Limited

The Board of Directors ("Board") of Tong Hua Communications Public Company Limited ("Company") has resolved at its meeting No. 4/2014 held on August 8, 2014 to approve the disposal of 8.10 million ordinary shares in Tong Hua Daily News Co., Ltd. ("THD"), representing 81.00% of total paid up capital of THD, which in turn is a subsidiary of the Company that owned for 99.99% of total paid up capital of THD, to Mr. Somnuk Kyavatanakij, a Director and major shareholder of the Company, for THB 10 per share or in total amount of THB 81.00 million. After this transaction, the portion of the Company's shareholding in THD would be decreased to 19.00% of total paid up capital of THD. Thus, this transaction is intended for the Company's business restructuring in accordance to the Company's policy to emphasize the rental and production business of outdoor advertising.

The disposal of the above assets to Mr. Somnuk Kyavatanakij, a Director and major shareholder of the Company, constitutes a connected person transaction pursuant to the Notification of the Capital Market Supervisory Board sated in Thor Chor 21/2551 Re: Rules on Connected Transactions and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E.2546 ("Connected Transaction Rules") dated on November 19, 2003. Under the Connected Transaction Rules, the said the transaction size is THB 81.00 million or equivalent to 13.26% of net tangible assets value of the Company which is higher than THB 20.00 million or equivalent to 3.00% of net tangible assets value of the Company.

Moreover, this transaction is also classified as the disposal of assets of the Notification of the Capital Market Supervisory Board stated in Thor Chor 20/2551 Re: Rules on the Significant Acquisition or Disposition of Assets dated on August 31, 2008, and the Notification 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 dated on October 29, 2004, and other related notifications ("Significant on Disposition of Assets Rules"). Under the Significant on Disposition of Assets Rules, the above transaction size is 8.99%, however, if this transaction is accumulated with the other disposal transactions within 6 months, the highest transaction size is 30.53%.

Consequently, the Company is obliged to notify the information memorandum related to this transaction to Stock Exchange of Thailand ("SET") and shall seek for the approval from the Shareholders of the Company. Thus, the Company has appointed Silom Advisory Co., Ltd. as the Independent Financial Advisor ("IFA") of the Company in order to give independent opinion for this transaction.

The details of the disposal of assets and connected transaction are as follows:

1. **Date month and year which transaction occurred**

The Company shall proceed to dispose 8.10 million ordinary shares or equivalent to 81.00% of total paid up capital of THD, a subsidiary of the Company, to Mr.Somnuk Kyavatanakij, a Director and major shareholder, for THB 10.00 per share or in total amount of THB 81.00 million, after seeking the approval of the resolution from the Extraordinary General Meeting of Shareholders ("EGM") No. 1/2014, held on September 22, 2014, with at least 3 out of 4 from total shares that attending in the meeting and having voting rights which is excluded the Connected Persons.

This transaction is intended for the Company's business restructuring in accordance to the Company's policy to emphasize the rental and production business of outdoor advertising.

2. **Parties involved in the disposal of assets**

Purchaser	:	Mr. Somnuk Kyavatanakij
Seller	:	Tong Hua Communications Public Company Limited
Relationship	:	Mr. Somnuk Kyavatanakij is a Director and major shareholder of the Company, holding for 14.78% of total paid up capital of the Company. Therefore, this is considered as the Connected Transaction to the Company under the "Notification of the Stock Exchange of Thailand' Re: "Disclosure of Information and Acts of Listed Companies Concerning the Connected Transactions B.E.2546 (Complete Version) and (No.2) B.E.2547

3. **Details of Assets**

Tong Hua Daily News Co., Ltd. (THD) was established since January 7, 2013 with initial total paid up capital of THB 50.00 million (during the year 2014, THD increased capital for THB 50.00 million to THB 100.00 million, the number of shares equals to 10.00 million shares with par value of THB 10 per share) to produce and sell Chinese-language daily newspaper which the contents cover all news aspect such foreign news, economics news, political news and short stories. Further that, THD also runs business for advertising space both on newspaper and online (through its website).

Formerly, the production and selling of Chinese-language daily newspaper business was operated under the Company. Then, the Company decided to establish THD on January 7, 2013 and disposed all operating assets for Chinese-language daily newspaper business to THD for the Company's business restructuring.

Present, the office of the Company locates at 877 – 881 New Road, Talatnoi, Samphanthawong, Bangkok

Financial Statement of THD for the Year ended at December 31, 2013 which the details are as follow:

Details	(THB: millions)
Total current assets	48.03
Total non-current assets	12.84
Total assets	60.87
Total current liabilities	6.88
Total non-current liabilities	3.19
Shareholders' equity	50.80
Total revenue	28.97
Net Profit	0.80

4. General characteristics of the transaction

The Company intend to dispose of 8.10 million ordinary shares or equivalent to 81.00% of total paid up capital of THD, a subsidiary of the Company, to Mr. Somnuk Kyavatanakij, a Director and major shareholder, for THB 10.00 per share or in total amount of THB 81.00 million which is close to value of shareholder equity as at December 31, 2013 of THB 100.80 Baht. This transaction is intended for the Company's business restructuring in accordance to the Company's policy to emphasize the rental and production business of outdoor advertising.

5. Calculation of the transaction size:

(THB: millions)	F/S of the Company at the date of Mar.31, 2014 (Reviewed)
Total assets	900.74
Intangible assets	0.11
Deferred tax assets	6.58
Total liabilities	222.20
Minority interests	60.96
Net Tangible Assets ("NTA")[1]	**610.89**
Net Profit	(23.95)
Assets to be disposed	
Transaction amount of assets	**81.00**
Net Tangible Assets of THD (As of December31, 2013) in portion of 81.00%	**41.06**
Net Tangible Assets of THD (As of December31, 2013) which included all disposal of assets transaction within 6 months	**140.83**
Transaction amount of assets which included all disposal of assets transaction within 6 months	**274.99**

Transaction size under the notification of the related party transaction

The entering into of the said transaction is considered a connected transaction under the Notification of the Capital Market Supervisory Board ThorChor. 21/2551 dated on August 31, 2008, Re: Rules on Connected Transactions and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546 and the Notification of the Board of Governors of The Stock Exchange of Thailand BorJorPor 22-01 dated on November 19, 2003, Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546. The calculation of the transaction amount and transaction size are equal to THB 81.00 million and 13.26% of net tangible assets[1] of the Company which is more than THB 20 million or 3% of net tangible asset of the Company.

Criterion	Details	Calculation (THB: millions)	Size (%)
1. Offered Price	The transaction value under Offered Price (THB 81.00 millions) / %NTA[2] of the Company	81.00 / 610.89	13.26

Remark: [1] Calculate based on the Company's financial statements for the 3 months period at March 31, 2014

[2] Net Tangible Assets (NTA) calculated from Total Assets – Intangible Assets – Total Liabilities – Minority Interests

According to the Notification of the Stock Exchange of Thailand BorJor/Por 22-01 dated on November 19, 2003, Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546, dated on November 19, 2003 the Company is obliged to seek the agreement from the Board, then to notify the information memorandum to SET, and to seek the approval for the resolution of the shareholders' meeting with at least 3 out of 4 from total shares that attending in the meeting and having voting rights which is excluded the connected person

The transaction size under the notification of the acquisition of assets

According to the Notification of the Capital Market Supervisory Board stated in Thor Chor 20/2551 Re: Rules on the Significant Acquisition of Disposition of Assets dated on August 31, 2008, and the Notification 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, the highest transaction size is calculated equal to 8.99% however, if this transaction is accumulated with the other disposal transactions within 6 months, the highest transaction size is 30.53%, which is higher than 15% but lower than 50% of required transaction size which the details are as follow:

Criterion	Details	Calculation[1] (THB: millions)	Size (%)
1. Net Tangible Assets (NTA)	%NTA[2] of assets / %NTA[2] of the Company	140.83 / 610.89	23.05
2. Net Profit	Net Profit from assets / Net Profit of the Company	-	-
3. The Value of Consideration	Value of Consideration received[3] / Total assets of the Company	274.99 / 900.74	30.53
4. Equity securities issued by listed company for an acquisition	Value of shares of the listed company for an acquisition / Value of shares of the listed company's paid-up capital		-

Remarks: [1] Calculate based on the Company's financial statements for the 3 months period at March 31, 2014

[2] Net Tangible Assets (NTA) calculated from Total Assets – Intangible Assets – Total Liabilities – Minority Interests

[3] The value of consideration for disposal of THD is equal to THB 81.00 million which included all disposal of assets transaction within 6 months, the disposal of ordinary shares of Million Miles Co.,Ltd. for amount of THB 193.99 million (as the resolution of the Board of directors' meeting No. 3/2014 dated on July 25, 2014)

As the result that this highest calculated transaction size is higher than 15% but lower than 50%, which is considered category No. 2 of Acquisitions or Disposal of Assets Criteria. Thus, the Company is obliged to notify the Information Memorandum to SET and circulate shareholders within 21 days after resolution of the Board. However, if this transaction is considered through the Connected Transaction, the Company is obliged to seek the approval for the resolution of the shareholders' meeting.

6. Source of funds

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7. The reasons and necessity for entering into this transaction

The entering into this transaction is a result of the Company's policy to restructure the main business of the Company to the rental and production business of outdoor advertising. Moreover, this transaction is also to increase capital for the Company for investment in the future follows as the Company's plan. Consequently, after this transaction, the Company still holds the ordinary shares of THD for 19.00% of total paid up capital of THD, this is because that the Company expects the future benefit for cooperation with Chinese press and the good relationship between former management team and Chinese investors.

8. **The Connected Person and/ or shareholders who have interest in the Company shall have no voting right in the meeting**

The Directors who have interest in the parties of this transaction and shall abstain from voting at the Board of Directors' Meeting, there are 2 persons consisting of Mr. Somnuk Kyavatanakij and Mrs. Preyaporn Kyavatanakij

9. **The Opinion of the Board of Directors of the Company**

The Board has approved the resolution in order to enter this transaction which agreed that this transaction is appropriate and beneficial to the Company and shareholders. This is because the Company's business restructuring plan is expected to contribute return to shareholders in long-term and the transaction price is appropriate and reflected the fair value of THD.

Consequently, the Board has agreed upon this transaction and resolved to convene to the EGM No. 1/2014 for consideration in order to enter into this Connected Transaction.

10. **The opinion of the Audit Committee and/or the Directors that do not agree upon the resolution**

-None-

The above said is the Connected Transaction under the category of assets and/or services which the calculated transaction size is equal or higher than THB 20,000,000 or 3% of NTA. Accordingly, it is in the important level which the Company is obliged to notify the information memorandum to SET and appoint the Independent Financial Advisor in order to give opinion for seeking the approval from the shareholders in the shareholders' meeting before entering into this transaction

Sincerely yours,

Tong Hua Communications Public Company Limited

(Mr.Sonmuk Kyavatanakij) Director

(Mr. Thitisak Skulkroo) Director

Administrative Office

Tel:022369172

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Attachment 2

Information Memorandum in relation to the Acquisition of Assets

Tong Hua Communications Public Company Limited

The Board of Directors ("Board") of Tong Hua Communications Public Company Limited ("Company" or "TH") has resolved at its meeting No. 4/2014 held on August 8, 2014 to approve the acquisition of 299,278,748 ordinary shares (with par value at THB 1 each) of Aqua Ad Public Company Limited ("AA") for THB 2.773 per share, representing74.00% of the total registered capital of AA, for a total consideration of THB 829,951,645 (the "Transaction") from the existing shareholders which is Aqua Corporation Public Company Limited ("AQUA").

The aforementioned Transaction is considered as the acquisition of assets according to the Notification of the Capital Market Supervisory Board No. Tor.Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 (as amended) and Notification of the Board of Governors of the Stock of exchange of Thailand No. Bor.Jor/Por. 21-01 Re: Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition and Disposition of Assets, dated 29 October 2004 (as amended) (the "Notification of Acquisition and Disposition"), and other related notifications ("Significant on Acquisition of Assets Rules"). Under the Significant on Acquisition of Assets Rules, the above transaction size that is calculated was 92.14 %

Consequently, the Company is obliged to notify the information memorandum related to this transaction to the Stock Exchange of Thailand ("SET") and shall seek for approval from the Shareholders of the Company. Thus, the Company has appointed Grant Thornton Services Co., Ltd. as the Independent Financial Advisor ("IFA") of the Company in order to give independent opinion for this transaction.

The details of the acquisition of assets are as follows:

1. Date month and year which transaction occurred

After an approval from the Extraordinary General Meeting of Shareholders ("EGM") No. 1/2014 which will be held on September 22, 2014. However, the Company and AQUA will set the date of the transaction within September 30, 2014, or the day that the two parties can mutually agree and all of the precedent conditions are fulfilled.

2. Parties involves in the acquisition of assets

The Purchaser : Tong Hua Communications Public Company Limited ("Company" or "TH")

The Seller : Aqua Corporation Public Company Limited ("AQUA")

Assets in transaction: Ordinary shares of Aqua Ad Public Company Limited ("AA")

Relationship : No relationship between purchaser and seller

3. General characteristics of the transaction and the transaction size

3.1 General characteristics of the transaction

The Company intended to acquire of 299,278,748 ordinary shares ("Sale Shares") in AA with par value at THB 1 each, representing 74.00% of total registered capital of AA, for THB 2.773 per share at a total consideration of THB 829,951,645. Thus, the transaction is considered as the acquisition of assets according to the Notification of the Capital Market Supervisory Board No. Tor.Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and Notification of the Board of Governors of the Stock of exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition and Disposition of Assets.

3.2 Calculation of the transaction size:

The aforementioned Transaction is considered as the acquisition of assets according to the Notification of the Capital Market Supervisory Board No. Tor.Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 and Notification of the Board of Governors of the Stock of exchange of Thailand No. Bor.Jor/Por. 21-01 Re: Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition and Disposition of Assets, dated 29 October 2004, as amended. The calculation of the transaction represents 92.14% of net tangible assets of the Company.

The details of calculation of the transaction are as follows:

Criterion	Details	Calculation[1] (THB: millions)	Size (%)
1. Net Tangible Assets (NTA)	%NTA[2] of assets / %NTA[2] of the Company	429.81 / 610.89	70.36
2. Net Profit	Net Profit from assets / Net Profit of the Company	-	-
3. The Value of Consideration	Value of Consideration received[3] / Total assets of the Company	829.95 / 900.74	92.14
4. Equity securities issued by listed company for an acquisition	Value of shares of the listed company for an acquisition / Value of shares of the listed company's paid-up capital	-	-

Remarks: [1] Calculate based on the Company's financial statements for the 3 months period at March 31, 2014

[2] Net Tangible Assets (NTA) calculated from Total Assets – Intangible Assets – Total Liabilities – Minority Interests

[3] The value of consideration for acquisition of ordinary shares in AA is equal to THB 829.95 millions

As the result that this highest calculated transaction size is higher than 50%, which is considered as category No.1 of Acquisitions or Disposal of Assets Criteria. Thus, the Company is obliged to notify the Information Memorandum to SET and to seek the approval for the resolution of the shareholders' meeting.

4. Details of Acquired Asset

The Company intended to acquire of 299,278,748 ordinary shares in AA with par value at THB 1 each, representing 74.00% of the total registered capital of AA, for a total consideration of THB 829,951,645 as the following details:

Name of the company	: Aqua Ad Public Company Limited
Registered Date	: December 6, 2000 (Previously name J.R. Deal Company Limited)
Registered Address	: 121/69, 21st Floor RS Tower, Ratchadapisek Road Din-Daeng Bangkok 10400 Thailand

Company History and Background

Aqua Ad company ltd. where the former name was J.D.R. Company was commercially registered on 6 December 2000 with authorized capital of 5 million baht. The company objective is to lease the area for billboard advertising, produce and set up outdoor advertising. In 2007, the company increased paid-in capital from 5 million baht to 300 million baht where Sunshine Corporation company ltd, a listed company in the Stock Exchange of Thailand, joined an investment by buying issued stock at a proportion of 50 percent of the authorized capital.

In addition, the company continued to increase the authorized capital from 300 million baht to 316 million baht and 339.20 million baht respectively together with the reduction of share held by SSE from 50% to 44.24% of the authorized capital because they disclaim from providing funds to the ownership of advertising project that AA company wanted to buy as an asset. Later in 2009, the company changed the name to Aqua Corporation company ltd. and in 2011 P Plus P company ltd., former name was Sunshine Corporation company ltd., bought all the remained stock of AA and issued capital stock of 451,026,106 shares and commercially registered as Aqua Ad company ltd. where the company has an authorized and paid-up capital of 404,430,759 baht with par value of 1 baht. At the Board of Director meeting during the end of the year, the company has an approve to dispose

105,151,997 shares of AA, at a proportion of 26% of paid-up capital at 2.66 baht, net value is 279,494,008 baht, to WAT company ltd. As a result, the company held 74.00% of number of AA's shares.

In Q2/2014, AA sells issued stock of Aqua Media 360 Company which is the producer of TV program and Ads where it is considered as 51% of authorized stock.

Board of Directors

As of April 10, 2014, AA had 5 directors, namely

1. Mr.Pakorn Mongkoltada
2. Ms.Rewadee Whanchid
3. Mrs.Orawan Lekroongriangkij
4. Mr.Siriwat Towachirakul
5. Mr.Rapeepat Suansilpong

Authorize Directors: 2 of 5 directors co-sign affix with company's seal

Shareholders

As of December 25, 2013, AA has an authorized capital of THB 404,430,759 which consisted of 404,430,759 ordinary shares with par value THB 1 each. Listed of Shareholders' in the top 10 as of recorded date on December 25, 2013 are as follows:

No.	Shareholders	No. of Shares	Percentage (%)
1.	Aqua Corporation Public Company Limited	299,278,748	74.00
2.	Wattana Capital Public Company Limited	105,151,997	26.00
3.	Mr.Yuwapol Pornpratarnwech	1	0.00
4.	Ms.Jeerapa Karnjanakorn	1	0.00
5.	Ms.Mayuree Sahachaianuntakij	1	0.00
6.	Ms.Srisuda Prakparn	1	0.00
7.	Ms.Kamolrat Kedtianngam	1	0.00
8.	Mrs.Asma Pitakrut	1	0.00
9.	Mr.Tarapong Chiangtian	1	0.00
10.	Ms.Tunya Wongopasee	1	0.00
11.	Mr.Prayut Sereeruk	1	0.00
12.	Mr.Taveep Riangrai	1	0.00
13.	Mr.Charoen Kowuttitum	1	0.00

14.	Mr.Charnchai Panichayarom	1	0.00
15.	Mr.Wirun Jaiyindee	1	0.00
16.	Ms.Kanita Sriwina	1	0.00
	Total	**404,430,759**	**100.00**

Financial Statement as of December 31, 2011-2013 and March 31, 2014

	March 31, 2014	December 31, 2013	December 31, 2012	December 31, 2011
Assets				
Current Assets				
Cash and cash equivalents	66,003,444	123,774,338	55,790,416	10,647,042
Accounts receivable and others – net	110,233,753	91,811,110	113,848,932	123,770,023
Inventory - net	225,473	405,674	10,696,262	17,045,367
Account receivable- Related Parties	0	47,232,717	152,557,423	160,829,620
Other Current assets	150,006	139,650	2,211,627	6,362,425
Total Current Assets	**176,612,677**	**263,363,489**	**335,104,660**	**318,654,477**
Non-current Assets				
Restricted bank deposit	18,339,713	18,433,373	13,753,847	9,603,961
Investment in subsidiaries	0	0	0	0
Other long-term investments	1,000,000	1,000,000	1,000,000	0
Advanced payment for share reservation	0	0	0	0
Plant, property, equipment	445,414,281	358,289,841	253,611,611	181,833,249
Deferred Tax	5,837,447	5,793,358	10,448,899	11,862,450
Other non-current assets	4,942,725	4,553,395	4,991,434	10,578,043
Total non-current assets	**475,534,166**	**388,069,967**	**283,805,791**	**213,877,703**
Total Assets	**652,146,842**	**651,433,455**	**618,910,451**	**532,532,179**
Liabilities and Shareholders' Equity				
Current liabilities				
Overdraft	3,000,619	5,457,013	10,984,528	0
Account payable and others	37,806,898	34,673,142	37,029,795	44,744,333

Accrued Dividend	18,199,387	0	0	0
Long-term loan from financial institution – 1 year due	46,085,203	45,456,246	26,329,266	2,886,497
Tax payable	1,614,383	1,141,211	521,686	1,420,598
Other current liabilities	801,392	442,954	710,873	1,047,640
Total current liabilities	**107,507,881**	**87,170,566**	**75,576,148**	**50,099,068**
Non-current liabilities				
Long-term loan from financial institution	**83,577,485**	**95,227,960**	**83,213,416**	**23,599,706**
Employees benefit	**2,084,331**	**1,178,461**	**4,610,401**	**3,869,245**
Estimate on demolishing of Billboard structure	**18,848,349**	**17,614,776**	**14,866,917**	**13,349,965**
Total non-current liabilities	**104,510,165**	**114,021,197**	**102,690,734**	**40,818,916**
Total liabilities	**212,018,046**	**201,191,763**	**178,266,882**	**90,917,984**
Shareholders' Equity				
Registered Capital	404,430,759	404,430,759	404,430,759	404,430,759
Registered and Paid-in Capital	404,430,759	404,430,759	404,430,759	404,430,759
Retained Earning				
Legal reserve	12,802,933	11,835,919	9,451,906	7,600,038
Unappropirate	18,417,448	29,467,275	22,057,581	25,059,722
Shareholder Equity	435,651,140	445,733,953	435,940,246	437,090,519
Minority interest	4,477,657	4,507,739	4,703,323	4,523,674
Total shareholders' equity	**440,128,797**	**450,241,692**	**440,643,569**	**441,614,193**
Total Liabilities and Shareholders' Equity	**652,146,842**	**651,433,455**	**618,910,451**	**532,532,179**

Income Statement as of December 31, 2011-2013 and March 31, 2014

	March 31, 2014	December 31, 2013	December 31, 2012	December 31, 2011
Revenue from sales	0	27,500,008	36,866,551	16,974,088
Revenue from services	72,380,945	300,339,172	285,157,625	318,536,004
Other revenue	1,947,080	16,922,395	14,748,866	10,618,078
Disposal of investment in associates	0	0	0	3,260,063
Total revenues	74,328,025	344,761,575	336,773,042	349,388,233
Cost of goods sold	0	(18,650,106)	(31,745,844)	(7,163,832)
Cost of services	(42,395,756)	(145,482,833)	(143,979,921)	(179,736,966)
Gross Profit	31,932,269	180,628,636	161,047,277	162,487,435
Selling expense	(4,430,510)	(24,624,580)	(30,692,772)	(32,311,809)
Operating expenses	(14,682,103)	(79,362,001)	(80,951,470)	(95,675,414)
Total selling and operating expenses	(19,112,613)	(103,986,581)	(111,644,242)	(127,987,223)
Profit sharing from investment in associates	0	0	0	5,139,482
Earnings before interest expenses and tax	12,819,656	76,642,055	49,403,035	39,639,694
Interest expenses	(2,900,077)	(11,419,612)	(6,669,248)	(2,653,549)
Earnings before tax	9,919,579	65,222,443	42,733,787	36,986,145
Tax expenses	(1,996,194)	(13,370,457)	(8,518,936)	(12,704,265)
Net Profit	7,923,385	51,851,986	34,214,851	24,281,880

5. The value of consideration criterion

Assets in transaction : Ordinary shares of Aqua Ad Public Company Limited (“AA”) 299,278,748 shares with par value at THB 1 each, representing 74.00% of the total registered capital of AA

Acquisition Price : THB 829,951,645

Payment Criteria : Total amount with Cash

6. The value of Assets in transaction

Ordinary shares of Aqua Ad Public Company Limited (“AA”) 299,278,748 shares with par value at THB 1 each, representing 74.00% of the total share capital of AA, for a total consideration of THB 829,951,645

7. The value of consideration conditions

The consideration of the Sales Shares of AA Company is determined by Conservative Basis using Discounted Cash Flow Approach (DCF) from the profitability of AA at the present, under an assumption of no increase in Billboard during the projection period and also using Going Concern Basis with no significance change in business and economic circumstance. Under the assumptions above enterprise value of AA is between THB 2.54 – 2.84 per share; hence, agreed price at 2.773 per share is reasonable.

8. The reasons and necessity for entering into this transaction

The entering into this transaction is a result of the Company's business model to promote and develop the Company by focusing on an outdoor advertising which considered as a high growth rate tendency and a high barrier to entry for new competitors business. Since outdoor advertising business depend mostly on the location of their billboard, and AA considered as the billboard advertising company that have billboards all over Bangkok and other provincial. Moreover, to enter this transaction is expected to benefit the Company and shareholders by improve overall operations and increase the rate of return.

9. Sources of Fund

The Company will use the money from newly paid-up capital (see F 53 – 4)

10. Precedent conditions

However, the Company will sign a share purchase agreement (SPA) with AQUA in order to acquire the ordinary shares of AA after all precedent conditions are fulfilled and:

1. The acquisition of AA needs to be approved by the shareholders of the Company in the EGM.

2. The capital increase and shares allocation by Private Placement need to be approved by the Company's shareholders in the EGM.

3. The Management Contract with VGI and AA has completed and effective, which allows VGI provide management service to AA.

11. The opinion of the Board of Directors of the Company

The Board has approved the resolution in order to enter this transaction which agreed that this transaction is appropriate to the Company by changing the Company's Business Model from the present, as considering a high growth rate tendency and a high barrier to entry for new competitors in an outdoor advertising

business. Since outdoor advertising business depend mostly on the location of their billboard, and AA considered as the billboard advertising company that have billboards all over Bangkok and other provincial.

Consequently, the Board believed that a good performance of this advertising business will also influence a good performance to the Company.

12. The opinion of the Audit Committee and/or the Directors that do not agree upon the resolution

-None-

The Company guaranteed that this Information Memorandum is accurate and completed

Sincerely yours,

Tong Hua Communications Public Company Limited

_____

Director

(Mr.Sonmuk Kyavatanakij)

_____

Director

(Mr. Thitisak Skulkroo)

Attachment 3

Information Memorandum in relation to the Connected Transaction

"Signing of Management Contract for AA"

As the Board of Directors ("Board") of Tong Hua Communications Public Company Limited ("Company") has resolved at its meeting No. 4/2014 held on August 8, 2014 to approve the Company to acquire common shares in Aqua Ad Public Company Limited ("AA") with 74% proportion, resulting in AA being a subsidiary of the Company (refer to attachment 2); and Board of the Company has resolved to approve issuance of new shares allocated to VGI (Private Placement) (refer to attachment 4), resulting in VGI being a shareholder with 27.06% shareholding proportion, Board of the Company has resolved at its meeting No. 4/2014 held on August 8, 2014 to approve AA to sign Management Contract with VGI.

The above transaction constitutes a connected person transaction pursuant to the Notification of the Capital Market Supervisory Board sated in Thor Chor 21/2551 Re: Rules on Connected Transactions and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E.2546 ("Connected Transaction Rules") dated on November 19, 2003. Under the Connected Transaction Rules, the said the transaction size is expected to be THB 132.30 millions (under an assumption of 5 years duration of the contract) more than THB 20.00 million and 3.00% of net tangible assets value of the Company.

Consequently, the Company is obliged to notify the information memorandum related to this transaction to Stock Exchange of Thailand ("SET") and shall seek for the approval from the Shareholders of the Company. Thus, the Company has appointed Grant Thornton Services Co., Ltd. as the Independent Financial Advisor ("IFA") of the Company in order to give independent opinion for this transaction.

The details of the connected person transaction are as follows:

1. Date month and year which transaction occurred

After seeking the approval of the resolution from the Extraordinary General Meeting of Shareholders ("EGM") No. 1/2014, held on September 22, 2014, with at least 3 out of 4 from total shares that attending in the meeting and having voting rights which is excluded the Connected Persons; and also after acquisition of shares in AA

2. Parties involved in the connected transaction

Party 1	:	Aqua Ad Public Company Limited ("AA")
Party 2	:	VGI Global Media Public Company Limited ("VGI")
Relationship	:	VGI aims to acquire new issued shares of the Company (according to forth agenda), resulting in VGI holding the Company shares of 27.06% of

total paid up capital after the capital increase; hence, VGI is considered as a significant shareholder of the Company according to Thor Chor 21/2551 Re: Rules on Connected Transactions and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E.2546

3. **Detail of the Connected person**

VGI Global Media Public Company Limited and its subsidiaries

Date of Establishment

April 5, 1995 (Former Name: Global Technologies and Telecom Co., Ltd)

Office Address

21 TST Tower 9th floor Vibhavadee-Rangsit Road, Chompon, Jatujak, Bangkok 10900

Company Background and Business Structure

VGI Global Media Public Company Limited with its former name as Global Technologies and Telecom Co., Ltd were registered on April 5, 1995 with registered capital of THB 1 million, aiming to provide advertising and marketing services. After that in November 1998, VGI changed its name to be Global Media Co., Ltd before increasing its capital to THB 10 million in December 1998 and changing its name again to be VGI Global Media Public Company Limited.

With their efficiency on human capital and experiences in advertising business, VGI have been developing advertising media, based on present lifestyle in society, and also focusing on quality of services, resulting in sustainable growth of their business. As a result, Bangkok Mass Transit System Public Company Limited was interested in VGI, and later acquired the whole lot of VGI shares.

After that, on April 2, 2012, VGI became a public company with registered capital of 400 million; and in October 2012, VGI paid up their capital to THB 300 million by issuing 26 million of new issued shares with par value of THB 1 per share at the price of Baht 35 per share to existing shareholders of BTS Group Holdings Public Company Limited and Bangkok Mass Transit System Public Company Limited. Then, Bangkok Mass Transit System Public Company Limited decided to issue 62 million shares of VGI offered to the public at IPO price of THB 35 per share; and had all shares of VGI listed on the Stock Exchange of Thailand (SET)

Advertising media under VGI can be divided into 3 categories as follow:

Advertising Media on BTS sky train	- VGI's advertisement within BTS Sky Train's advertising space covers approximately 27,000 square meters on 23 stations and within 47 sky trains, where the said advertisement is divided into two main categories,

	Multimedia and Static. Multimedia advertisement consists of advertising media that could be presented with slides, motions and sounds, where the company present the ads on digital display in the BTS station's platform and the digital display within the sky train itself, while the static media is scattered from the stairs leading up to the station, the ticket box office, platforms, within the sky trains and on the surface of the sky trains. - Other than advertisement within BTS Sky Train, the company is also allowed to rent out the commercial space in the stations according to the rights to manage marketing section of the BTS Sky Train's system from Bangkok Mass Transit System Public Company Limited, where the company is the sole identity to be granted the rights in managing the rental spaces for shops within the BTS Sky Train system. Currently, the company is managing approximately 6,000 square meters worth of commercial spaces which are consisted of almost 1,000 shops and kiosks in 23 stations.
Advertising Media in Modern Trade	VGI offers advertisement for three modern trades which are Tesco Lotus, Big C and Watsons, all of which have branches all over Thailand. The company is the sole identity to be granted the right to offer advertisement for modern trades according to the contract, which usually lasts for approximately 3 to 5 years. For advertisement for modern trades, it could be divided into three categories, Multimedia, Point Of Purchase Radio: POP Radio and Static.
Advertising Media in rental office and others	The company offers advertisement in office buildings through its subsidiary, where on March 21st 2013, the said subsidiary was granted the rights to manage advertising media within 51 buildings in Bangkok with 451 digital displays in those buildings. For the business other than advertisement, the company offers to produce static advertisement media and spot advertisement for radio, as well as selling advertisement media on large LED display, advertisement media on Airport Rail Link, managing advertising space on BRT and transporting buses in Chulalongkorn University.

As of July 25, 2014 Board of Directors of VGI consist of 10 persons as follow:

Mr. KEEREE KANJANAPAS	DIRECTOR / CHAIRMAN
Mr. KAVIN KANJANAPAS	DIRECTOR / CHAIRMAN OF THE EXECUTIVE COMMITTEE
Mr. MARUT ARTHAKAIVALVATEE	DIRECTOR / CHIEF EXECUTIVE OFFICER
Mr. CHI KUENG KONG	DIRECTOR
Mr. SURAPONG LAOHA-UNYA	DIRECTOR
Mr. CHAN KIN TAK	DIRECTOR
Mrs. JARUPORN VIYANANT	CHAIRMAN OF AUDIT COMMITTEE / INDEPENDENT DIRECTOR
Mrs. MANEEPORN SIRIWATANAWONG	INDEPENDENT DIRECTOR / AUDIT COMMITTEE
Mr. MANA JANTANAYINGYONG	INDEPENDENT DIRECTOR / AUDIT COMMITTEE

List of Shareholders

As of July 15, 2014, VGI have registered capital of THB 428,996,703.20 consisting of ordinary shares of 4,289,967,032 with par value of THB 0.10 whereas having paid up capital of THB 343,197,362.50 consisting of 3,431,973,625 common shares with par value of THB 0.10. The list of shareholders for top 10 shareholders is as follow:

1.

	Names of Shareholders	Number of shares	%
1.	Bangkok Mass Transit System Public Company Limited	1,750,320,000	51.00
2.	BTS Group Holdings Public Company Limited	384,377,496	11.20
3.	Thai NVDR Co.,Ltd	103,440,418	3.01
4.	Mr. Naret Njamapichon	84,000,000	2.45
5.	STATE STREET BANK EUROPE LIMITED	77,116,591	2.25
6.	HSBC (SINGAPORE) NOMINEES PTE LTD	69,565,058	2.03
7.	Mr. Pracha Dumrongsuthipong	62,712,000	1.83
8.	Open Fund: Krungsri Long Term Dividend	56,695,891	1.65
9.	NORTRUST NOMINEES LIMITED-NT0 SEC LENDING THAILAND	44,191,752	1.29
10.	Open Fund: Krungsri Dividend	31,243,721	0.91

Statement of Financial position as of June 30, 2014 / March 31, 2014 / March 31, 2013 / March 31, 2012 *(Unit: THB thousand)*

	June 30, 2014	March 31, 2014	March 31, 2013	March 31, 2012
Assets				
Current Asset				
Cash and cash equivalent	151,248	503,456	1,253,816	381,253
Short-term investment	507,103	505,806	0	0

	June 30, 2014	March 31, 2014	March 31, 2013	March 31, 2012
Account receivable	718,621	606,992	673,423	484,264
Short term loan to subsidiaries	0	0	0	0
Prepaid expenses	12,195	4,032	53,929	63,219
Other current asset	7,387	9,870	13,891	31,641
Total Current Asset	**1,396,554**	**1,630,159**	**1,995,060**	**960,377**
Non-current asset				
Investment in subsidiaries	685,948	0	0	0
Investment – Joint Venture	41,181	44,517	0	0
Equipments	887,258	992,686	473,445	227,859
Goodwill	78,656	78,656	78,656	78,656
Intangible asset	25,589	23,895	13,131	8,810
Deferred Tax	17,976	16,731	6,290	5,803
Other Non-current asset	37,684	24,204	12,711	38,190
Total Non-current asset	**1,774,291**	**1,110,691**	**584,233**	**359,318**
Total Asset	**3,170,845**	**2,740,850**	**2,579,293**	**1,319,695**
Liabilities				
Current Liabilities				
Short-term loan from financial institution	200,000			
Account payable	110,771	150,759	177,877	468,518
Accrued expenses	311,862	363,417	296,036	340,177
Accrued tax	137,267	89,620	108,327	55,627
Unearned revenue	55,250	50,869	47,429	64,731
Deposit from rent	54,196	54,719	47,100	34,874
Other current liabilities	61,765	52,327	60,078	40,985
Total current liabilities	**931,111**	**761,713**	**736,847**	**1,004,912**
Non-current liabilities				
Unearned revenue	7,291			
Employee Benefit	21,758	25,868	21,554	15,836
Total non-current liabilities	**29,049**	**25,868**	**21,554**	**15,836**
Total Liabilities	**960,160**	**787,581**	**758,400**	**1,020,748**
Shareholder's Equity				
Registered capital	343,199	343,199	400,000	100,000
Paid up capital	343,199	343,197	300,000	100,000
premium	862,537	862,536	862,536	0
Retained Earning				
Appropriate – Legal reserve	40,000	40,000	40,000	10,000
Unappropriate	966,141	708,861	583,127	153,240

	June 30, 2014	March 31, 2014	March 31, 2013	March 31, 2012
Surplus (deficit) on business combination under common control	-1,632	-1,632	35,510	35,510
Other Component of Equity	442	306	(281)	197
Total shareholder equity	**2,210,685**	**1,953,269**	**1,820,892**	**298,947**
Total Liabilities and Shareholder Equity	**3,170,845**	**2,740,850**	**2,579,293**	**1,319,695**

Income Statement for the Period June 30, 2014 (3 Months) / March 31, 2014 / March 31, 2013 / March 31, 2012 *(Unit :THB thousand)*

	March 31, 2014	March 31, 2014	March 31, 2013	March 31, 2012
Revenue from services	762,186	3,149,038	2,837,810	1,977,336
Dividend	0	0	0	0
Other incomes	16,158	46,601	34,033	27,478
Total Revenue	**778,344**	**3,195,639**	**2,871,843**	**2,004,814**
Cost of services	(341,450)	(1,341,934)	(1,289,352)	(1,295,496)
Selling expenses	(17,560)	(69,123)	(74,732)	(43,905)
Administrative expense	(87,656)	(356,737)	(315,572)	(226,377)
Other Expenses	(996)	(7,733)	(3,203)	(11,918)
Total SG&A	**(457,883)**	**(1,775,528)**	**(1,682,859)**	**(1,577,696)**
Profit before interest and tax	**320,461**	**1,420,111**	**1,188,984**	**427,118**
Surplus (deficit) on business combination under common control	1,461	(812)	0	0
Interest expenses	(1,040)	(676)	(2,157)	(508)
Profit before tax	320,882	**1,418,623**	**1,186,827**	**426,610**
Corporate tax	(63,602)	(272,896)	(285,226)	(148,154)
Net profit	**257,280**	**1,145,897**	**901,599**	**278,456**

Cash Flow Statement for the June 30, 2014 (3 Months) / March 31, 2014 / March 31, 2013 / March 31, 2012 (*Unit: THB thousand*)

	March 31, 2014	March 31, 2014	March 31, 2013	March 31, 2012
Cash Flow from Operation				
Profit before tax	320,882	1,418,622	1,186,826	426,608
Non-cash adjustment				
Depreciation	31,962	85,576	95,040	95,187
Amortization	1,726	4,812	4,676	3,651
Allowance for doubtful accounts (reversal)	747	(2,538)	200	9,393

	March 31, 2014	March 31, 2014	March 31, 2013	March 31, 2012
Gain on change of status of investment	0	(12)	0	0
Loss (gain) on sales / write-off of assets	136	3,912	7,882	425
Provision for long-term employee benefits	1,183	4,314	3,411	2,536
Dividend income	0	0	0	0
Gain on sales of current investments	(10)	(188)	0	0
Unrealised gain on changes in value of current investments in trading securities	(106)	(1,679)	0	0
	(1,461)			
Share of loss from investment in a joint venture		812	0	0
Interest income	(11,093)	(29,095)	(18,524)	0
Interest expenses	930	0	0	55
Profit from operating activities before changes in operating assets and liabilities	**331,896**	**1,489,613**	**1,279,512**	**537,854**
Operating assets (increase) decrease				
Trade and other receivables	(112,163)	62,727	(189,360)	(138,842)
Other current assets	(5,678)	53,377	27,040	(1,471)
Other assets	(13,479)	(11,493)	25,479	(27,476)
Operating liabilities increase (decrease)				
Trade and other payables	(22,466)	(21,315)	(325,923)	31,634
Accrued expenses	(51,556)	67,410	(44,142)	25,132
Unearned revenues	11,671	3,440	(17,301)	26,208
Deposits received from renting spaces	(524)	7,619	12,225	3,251
Other current liabilities	9,438	(7,739)	19,092	10,995
Cash flows from operating activities		**1,643,640**	**786,623**	**467,285**
Cash paid for interest expenses	(930)	0	0	(55)
Cash paid for corporate income tax	(17,201)	(301,953)	(226,140)	(124,654)
Net cash flows from operating activities	**136,715**	**1,341,687**	**560,483**	**342,576**
Cash flows from investing activities				
Purchase of current investments	(59,114)	(1,630,736)	0	0
Proceeds from sales of current investments	57,934	1,126,797	0	0
Decrease (increase) in short-term loans to subsidiaries	0	0	0	0
Cash paid for investments in subsidiaries	(681,150)	(43,200)	0	0
Net cash received (paid) from change in status of investment	0	(1,743)	0	0
Acquisition of equipment	0	(557,864)	(319,777)	(58,897)
Acquisition of intangible assets	0	(2,116)	(3,758)	(3,901)
Dividend income	0	0	0	0
Interest income	10,880	30,260	18,523	0
Proceeds from sales of equipment	15	161	1,000	3,473

	March 31, 2014	March 31, 2014	March 31, 2013	March 31, 2012
Net cash flows used in investing activities	(688,923)	(1,078,442)	(304,012)	(59,325)
Cash flows from financing activities				
Increase in short term loan	200,000			
Proceeds from repayment of financial lease	0	0	0	(411)
Proceeds from increase in share capital	0	0	1,056,125	0
Dividend paid	0	(1,013,936)	(439,868)	(400,000)
Net cash flows from (used in) financing activities	200,000	(1,013,936)	616,257	(400,411)
Increase (decrease) in translation adjustments	(1)	331	(165)	815
Net increase (decrease) in cash and cash equivalents	(352,209)	(750,359)	872,562	(116,346)

4. General characteristics of the transaction

The Company shall approve AA to appoint VGI in Management Service (After AA becomes a subsidiary of the Company, thus, AA shall be allowed to execute the Management Contract with VGI. Accordingly, VGI and the Company has negotiated in Management Contract, which the details are as follow:

Details	1. Being a sole provider of selling, marketing and cost management service to the Company's subsidiaries so that value-added can be achieved 2. VGI Charges the Company 1) Revenue sharing – not more than 5% of revenue from service 2) Net incremental revenue after expenses sharing – not more than 50% of Increment between revenue after expenses (excluding tax) of the current year and revenue after expenses (excluding tax) of the previous year *Revenue after expenses is service revenue deducted by related expenses including cost of sales and service, selling and administrative expenses and interest expense 3) Management contract shall have 5 years duration with VGI having right of first to refusal

5. Calculation of the transaction size:

Unit: THB Million	The Company's Financial Statement as of March 31, 2014 (reviewed)
Total Asset	900.74

Intangible asset	0.11
Deferred expenses	6.58
Total liabilities	222.20
Non-controlling interest	60.96
Net total asset ("NTA")[1]	**610.89**
Net profit	-23.95
Asset of the transaction	
Value of transaction asset	**132.30***

*Value of transaction asset is calculated based on revenue and expenses projection under 2 years duration of the Management Contract

Transaction size under the notification of the related party transaction

The entering of the said transaction is considered a connected transaction under the Notification of the Capital Market Supervisory Board ThorChor. 21/2551 dated on August 31, 2008, Re: Rules on Connected Transactions and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546 and the Notification of the Board of Governors of The Stock Exchange of Thailand BorJorPor 22-01 dated on November 19, 2003, Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546. The calculation of the transaction amount and transaction size are equal to THB 132.30 million and 21.65% of net tangible assets[1] of the Company which is more than THB 20 million and more than 3% of net tangible asset of the Company.

Criterion	Details	Calculation (THB: millions)	Size (%)
Offered Price	The transaction value under Offered Price (THB 132.30 millions) / %NTA[2] of the Company	132.30 / 610.89	21.65

Notice: [1] Calculate based on the Company's financial statements for the 3 months period at March 31, 2012

[2] Net Tangible Assets (NTA) calculated from Total Assets – Intangible Assets – Total Liabilities – Minority Interests

According to the Notification of the Stock Exchange of Thailand BorJor/Por 22-01 dated on November 19, 2003, Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546, dated on November 19, 2003 the Company is obliged to seek the agreement from the Board, then to notify the information memorandum to SET, and to seek the approval for the resolution of the shareholders' meeting with at least 3 out of 4 from total shares that attending in the meeting and having voting rights which is excluded the connected person

7. **The reasons and necessity for entering into this transaction**

This connected transaction with VGI is expected to create business synergy on management, selling and marketing between VGI and AA, resulting in ability to penetrate new markets because it is believed that VGI, one of the best advertising company in Thailand, will improve revenue and profit of AA, resulting in an increase in value of the whole group of the Company.

8. **Board of Directors' meeting for approvals of the connected transaction**

None of member of the board of directors is benefiting from the said transaction.

9. **Opinions from the Board of Directors**

The Board of Directors agreed that the connected transaction is appropriate and would benefit the company and its shareholders, due to the sales and marketing support that the company would receive from VGI is expected to result in a satisfying performance for the company and its subsidiaries in the future.

Therefore, the Board of Directors approves for this transaction to be presented to EGM No. 1/2014 in seek for the approval of the resolution to proceed with the transaction.

10. **Opinions from Audit Committee and/or directors which are differed from opinions from the Board of Directors**

None

The said connected transaction is a transaction related to assets or services with transaction size higher than or equivalent to THB 20.00 million or 3.00% of net tangible assets value of the Company, depending on which one is higher, which is considered a significant transaction and the Company is obliged to provide a report and information related to this transaction to Stock Exchange of Thailand ("SET"), appointing an independent financial advisor and shall seek for the approval from the Shareholders of the Company before proceeding with the transaction.

Sincerely Yours

Tong Hua Communications Public Company Limited

(Mr.Somnuk Kyavatanakij) (Mr. Thitisak Skulkroo)

Directors Director

Administrative Office

Tel 02-2369172

Fax …02-2385286

Attachment 5

Tong Hua Communications Public Company Limited

Information Memorandum for newly shares issued under Private Placement Scheme at lower price

The Board of Directors ("Board") of Tong Hua Communications Public Company Limited ("Company") has resolved at its meeting No. 4/2014 held on August 8, 2014 to approve the capital increase of 1,665,000,000 shares allocated to private placement and existing shareholder at THB 1.431 per share considered as lower-than-market-price issuance since the price is lower than 90% of weighted average of the Company's share price in the Stock Exchange of Thailand ("SET") for 7 working days prior the Board of Directors' Meeting on August 8, 2014, between July 30, 2014 to August 7, 2014 which the calculated price is equal to THB 3.05 per share. With the transaction, it is a part of Company's business restructuring in accordance to the Company's policy to emphasize the rental and production business of outdoor advertising

Pursuant to the notification of the Capital Market Supervisory Board, Thor Chor.28/2551 in a subject of the application for granting of approval of an offering of new shares, and notification of the Office of the Securities and Exchange Commission SorChor. 39/2551 in a subject of Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Shares with Discount indicate that the capital increase allocated to private investor is considered as an lower-than-market-price offering since the price is lower than 90% of weighted average of the Company's share price in the Stock Exchange of Thailand ("SET") for 7 working days prior the Board of Directors' Meeting on August 8, 2014, between July 30, 2014 to August 7, 2014 which the calculated price is equal to THB 3.05 per share.

Consequently, the Company is obliged to notify the information memorandum related to this transaction to Stock Exchange of Thailand ("SET") and shall seek for the approval from the Shareholders of the Company. Thus, the Company has appointed Silom Advisory Co., Ltd. as the Independent Financial Advisor ("IFA") of the Company in order to give independent opinion for this transaction.

The details of the capital increase with lower-than-market price and connected transaction are as follows:

1. **Objectives of newly shares issued in Low Price**

According to the year 2013, the main revenue from Chinese-language daily newspaper of a subsidiary of Tong Hua Communications Public Company Limited ("Company" or "TH") decreased significantly, resulting from, the group of Chinese-language readers declined, which mostly are the elder customers. Thus, the Company's plan is to develop the business model in order to strengthen the Company's performance by emphasizing the outdoor advertising business which it is in the growth stage and difficult for the new entrants, due to the fact that the key business depends on the location of billboards.

Therefore, the Company needs the capital to pursue the Company's policy for business restructuring, consequently, the Company has the long-term plan to invest in other companies in outdoor adverting business in order to increase the Company's performance, which it would produce the good outcomes to the Company's share values in the future.

2. **Details of newly shares issued and offering group**

The number of newly shares issued is equal to 1,665,000,000 ordinary shares with the par value at THB 1 per share will be offered under a private placement scheme to individual or juristic persons which the details are as follow:

a) Allocating 640,000,000 ordinary shares at the offering price of THB 1.431 per share to VGI Global Media Public Company Limited ("VGI") which considered as connected person.

b) Allocating 100,000,000 ordinary shares at the offering price of THB 1.431 per share to Aqua Corporation Public Company Limited ("AQUA")

c) Allocating 825,000,000 ordinary shares at the offering price of THB 1.431 per share to individuals which the details are as follow:

1) MR. NARES NGAMAPICHON	for 100,000,000 ordinary shares
2) MR. WANCHAI PANVICHIEN	for 100,000,000 ordinary shares
3) MR. PRACHA DAMRONGSUTTIPONG	for 80,000,000 ordinary shares
4) MR. NUTTAPON POOLPOKA	for 145,000,000 ordinary shares
5) MR. SUPALERK VAYAKORNVICHITR	for 160,000,000 ordinary shares
6) MISS NITNARA MINTARKHIN	for 40,000,000 ordinary shares
7) MR. CHONG RANGSIBRAHMANAKUL	for 80,000,000 ordinary shares

8) MISS PAVASUT JOTIKASTHIRA for 50,000,000 ordinary shares

9) MR. RAWEEROT KHIANNILSIRI for 70,000,000 ordinary shares

d) Allocating 100,000,000 ordinary shares at the offering price of THB 1.431 per share to existing shareholders of the Company in proportion to their shareholding (Right Offering).

The offering price of THB 1.431 per share is lower than 90% of weighted average of the Company's share price in the Stock Exchange of Thailand ("SET") for 7 working days prior the day that the Board of Directors' Meeting has approved the resolution for this transaction, between July 30, 2014 to August 7, 2014, which the calculated price is equal to THB 3.05 per share.

After newly shares issued and allocated, VGI shall be the major shareholder of the Company with 28.25% of total paid up capital of the Company. This causes VGI to oblige for tender offer of all shares of the Company, however, the Company has plan to seek the approval from the shareholders in the shareholders' meeting for waiving this tender offer obligation by whitewash scheme.

Thus, pursuant to the Notification of the Capital Market Supervisory Board stated in Thor Chor 28/2551 Re: The Application for granting of approval of an offering of new shares Section: 2 the Notifications of SEC Sor. Jor. 39/2551 re: Calculation of Securities Selling Price and Market Price Approach for Issuance of New Share at Low Price, dated December 24, 2008, the Company is obliged to seek the agreement from the Board, then to notify the information memorandum to SET, and shall seek the approval from shareholders in the shareholders' meeting of the Company with at least 3 out of 4 from total shares that attending in the meeting and having voting rights and veto right shall not be at or higher than 10% from total shares that attending in the meeting and having voting rights .

3. The market price for comparison with offering price

The weighted average of the Company's share price in SET for 7 working days prior the day that the Board of Directors' Meeting has approved the resolution for this transaction, between July 30, 2014 and August 7, 2014, which the calculated price equals to THB 3.05 per share.

4. The relationship between offering group and the Company in recent both shareholding and management

The offering group in section 2 is not the related person with the Company, however after this transaction VGI shall nominate for Director Seats of the Company as its shareholding portion. Herewith,

Mr. Pakorn Mongkontada, a Director of Aqua Ad Public Company Limited ("AA"), shall nominate for Director Seat in the Company as well, while AQUA shall decline to nominate for Director Seat in the Company. The representatives from VGI and Mr. Pakorn Mongkontada are specialized in billboard business which expected to produce the good outcomes and strengthen the Company's performance efficiently.

5. **The reasons and benefit apart from capital increased**

Under the new business model by emphasizing the outdoor advertising, the Company shall produce profit as well as increase the Company's value that shall result in enhance return to shareholders in the long-term.

6. **Dilution Effect**

a) **Price Dilution**

$$\text{Price Dilution} = \frac{\text{Market Price prior offering} - \text{Market Price after offering}}{\text{Market Price prior offering}}$$

By

$$\text{Market Price after offering} = \frac{(\text{Market Price} * \text{No. of paid up shares}) + (\text{Offering price} * \text{No. of newly shares issued})}{(\text{No. of paid up shares} + \text{No. of newly shares issued})}$$

$$\text{Market Price after offering} = \frac{(3.05^* 700 \text{ million shares}) + (1.431 * 1{,}665 \text{ million shares})}{(700 \text{ million shares} + 1{,}665 \text{ million shares})} = 1.91$$

Therefore

$$\text{Price Dilution} = \frac{3.05 - 1.91}{3.05} = 37.37\%$$

b) **Control Dilution**

$$\text{Control Dilution} = \frac{\text{No. of newly shares issued}}{(\text{No. of paid up shares} + \text{No. of newly shares issued})}$$

Control Dilution = $\frac{\text{1,665 million shares}}{\text{(700 million shares + 1,665 million shares)}}$

Control Dilution = 70.40%

c) EPS Dilution

Unable to calculate due to the Company's performance is in lost.

7. **Conditions / Other important agreements**

The Company shall approve AA to appoint VGI in Management Service (After AA becomes a subsidiary of the Company, thus, AA shall be allowed to execute the Management Contract with VGI.

8. **The Opinion of the Board of Directors and the Audit Committee of the Company**

The Board has approved the resolution in order to newly shares issued with the offering price at lower market price which agreed that this transaction is appropriate and beneficial to the Company. This is because the Company's business restructuring plan by emphasizing the outdoor advertising shall produce profit and enhance the share value to shareholders in the long-term.

The newly shares issued at lower price under PP scheme shall seek the approval from shareholders in the shareholders' meeting of the Company with at least 3 out of 4 from total shares that attending in the meeting and having voting rights and veto right shall not be at or higher than 10% from total shares that attending in the meeting and having voting rights.

(F 53-4)

CAPITAL INCREASE REPORT FORM
(CAPITAL DECREASE, CAPITAL INCREASE AND SGARE ALLOTMENT)

TONG HUA COMMUNICATIONS PUBLIC COMPANY LIMITED

August 8, 2014

We, Tong Hua Communications Public Company Limited ("the Company"), hereby report the resolution of the Board of Directors No. 4/2014, held on August 8, 2014 from 14.00 to 16.00 in respect of a capital increase/share allotment as follows:

1. Capital Decrease

The Board of Directors meeting passed a resolution approving the decrease of the Company's registered capital of THB 1,159,998,983 to THB 759,998,983 by abolishing 400,000,000 unallocated ordinary shares at par value of THB 1.00 per share, totaling THB 400,000,000.

The unallocated ordinary shares of 400,000,000 shares are the ordinary shares that were prepared to be offered under Private Placement (PP)

2. Capital Increase

The Board of Directors meeting passed a resolution approving the increase of the Company's registered capital of THB 759,998,983 to THB 2,464,998,983 by issuing 1,705,000,000 purpose-appointed ordinary shares at par value of THB 1.00 per share, totaling THB 1,705,000,000. Details of each type of capital increase are:

3. Allotment of New Shares

Allotted to	Number (shares)	Sale Price Per Share (THB)	Subscription and Payment Period
VGI Global Media Public Company Limited [1]	640,000,000	1.431[3]	Within 6 months after EGM 1/2014
Aqua Corporation Public Company Limited[2]	100,000,000	1.431	Within 6 months after EGM 1/2014
Private Investors[4]	825,000,000	1.431	Within 6 months after EGM 1/2014
Existing Shareholders	100,000,000 Ratio 7 existing shares : 1 new share	1.431	Within 1 months after EGM 1/2014;
For supporting the change in exercising rights of the warrant (TH-W1)	40,000,000	-	-

[1]VGI Global Media public company limited acts as a service provider offering service in advertising media network with the emphasis on Lifestyle Media; and VGI are not considered as a connected person with the Company

[2]Aqua Corporation public company limited, AQUA, are a provider of rental space for advertising signage and sales and hire purchase of electronic equipments, mobile phones, motorcycles, cars and other goods; and AQUA are not considered as a connected person with the Company

[3]The allocation of new issued share with par value of THB 1 per share amounting to 1,665,000,000 share to VGI, AQUA and Private investors is considered as lower-than-market-price issuance as the offered price is equal to THB 1.431 per share which is lower than 90% of weighted average of the Company's share price in the Stock Exchange of Thailand ("SET") for 7 working days prior the Board of Directors' Meeting on August 8, 2014, between July 30, 2014 to August 7, 2014 which the calculated price is equal to THB 3.05 per share. As a result, the Company need to seek for the approval of the resolution from the Extraordinary General Meeting of Shareholders ("EGM") No. 1/2014, held on September 22, 2014, with at least 3 out of 4 from total shares that attending in the meeting and no less than 10% of total shares attending the meeting opposes the resolution.

[4]The private investors are

1) MR. NARES NGAMAPICHON	for 100,000,000 ordinary shares
2) MR. WANCHAI PANVICHIEN	for 100,000,000 ordinary shares
3) MR. PRACHA DAMRONGSUTTIPONG	for 80,000,000 ordinary shares
4) MR. NUTTAPON POOLPOKA	for 145,000,000 ordinary shares
5) MR. SUPALERK VAYAKORNVICHITR	for 160,000,000 ordinary shares
6) MISS NITNARA MINTARKHIN	for 40,000,000 ordinary shares
7) MR. CHONG RANGSIBRAHMANAKUL	for 80,000,000 ordinary shares
8) MISS PAVASUT JOTIKASTHIRA	for 50,000,000 ordinary shares
9) MR. RAWEEROT KHIANNILSIRI	for 70,000,000 ordinary shares

2.1.1 The Company's plan increase where there is a fraction of shares remaining - Fraction of warrant is rounded down.

4. Schedule for Shareholders Meeting/ Extraordinary General Meeting of Shareholders to approve the Capital Increase / Share Allotment

The Extraordinary General Meeting of Shareholders ("EGM") No. 1/2014 is scheduled to be held on September 22, 2014, time: 10.00, venue: Grand Mercure Bangkok Fortune Hotel, Fortune Tower , 1 Ratchadapisek Road, Dindang, Bangkok 10400. The share register will be recorded to determine the right to attend the EGM on September 1, 2014 (Record Date). Also, September 2, 2014 will be the book-closing date in which the shareholder list as specified in section 225 of the Securities and Exchange Act shall be complied.

Moreover, the share register will be recorded to determine the right to book the new issued shares on September 1, 2014;and September 2, 2014 will be the book-closing date in which the shareholder list as specified in section 225 of the Securities and Exchange Act shall be complied.

5. Objectives of the Capital Increase and Plans for Utilizing Proceeds received from the Capital Increase

5.1 Support business restructuring plan of the Company to focus on outdoor advertising business

5.2 Use as working capital for the Company

5.3 Support future investments in potential businesses so that high return can be achieved

6. **Benefits which the Company will receive from the Capital Increase / Share Allotment**

6.1 Increase in working capital can reduce financial risk and liquidity risk of the Company

6.2 The Company can invest in high potential businesses in the future, following the restructuring plan of the Company

6.3 Allotment of shares to VGI and AQUA is expected to create business alliances with the Company so that business synergy can be achieved.

7. **Benefits which the Shareholders will receive from the Capital Increase / Share Allotment**

7.1 New business structure focusing on outdoor advertising is expected to generate profits for the Company which can create more value for the Company, increasing the value of share for the shareholders of the Company.

7.2 Higher expected profit is expected to increase a dividend for the shareholder of the Company

8. **Other Details Necessary for Shareholders to approve the Capital Increase / Share Allotment**

- None -

9. **Schedule of Action where the Board of Directors of the Company passes a Resolution approving the Capital Increase or Allotment of New Shares**

No.	Process Details	Date
1	Board of Directors meeting to approve the issue and allotment of new ordinary shares	August 8, 2014
2	The date on which the recorded shareholders have the right to attend the Extraordinary General Meeting of Shareholders (Record Date); and have the right to book the new issued shares (Right Offering)	September 1,2014
3	The closing date on which name list of shareholders is compiled under section 225 of the Securities and Exchange for the right to attend the Extraordinary General Meeting of Shareholders and the right to book the new issued shares	September 2, 2014
4	The Extraordinary General Meeting of Shareholders 1/2014	September 22, 2014
5	Share subscription date	- Within 6 months after EGM 1/2014 for Private Placement - Within 1 months after EGM 1/2014 for Right Offering

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

(Mr.Somnuk Kyavatanakij) (Mr. Thitisak Skulkroo)

Authorized Director Authorized Director