

13 November 2023

Subject: The Disposition of Ordinary Shares in Peer For All Co., Ltd.

To: Director and Manager  
The Stock Exchange of Thailand

Encl: 1. Information Memorandum regarding the Asset Disposition (Schedule 1) regarding the Disposition of Ordinary Shares in Peer For All Co., Ltd.

News Network Corporation Public Company Limited (the “**Company**”) would like to disclose the following key resolutions of the Board of Directors’ Meeting No. 6/2023 held on 13 November 2023 to the Stock Exchange of Thailand (the “**SET**”), by which the meeting passed a resolution to sell 23,999,999 ordinary shares in Peer For All Co., Ltd. (“**PFA**”), which account for 40% of PFA’s issued and sold shares, with a par value of THB 10, with the total value of THB 241 million, to One To One Contacts Plc. (“**OTO**”) (“**PFA’s Ordinary Shares**”). Because of this transaction (“**Sale of PFA’s Ordinary Shares**”), the Company will no longer be a shareholder in PFA. In this regard, the Disposition of PFA Ordinary Shares has a significant condition precedent i.e. obtaining an approval from the Bank of Thailand for the change of shareholders and management of PFA.

The Sale of PFA’s Ordinary Shares is considered an asset disposition transaction under the Notification of the Capital Market Supervisory Board TorChor. 20/2551 (2008) Re: Rules on Entering into Material Transactions Deemed as Acquisitions or Dispositions of Assets (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and other Acts of Listed Companies Concerning Acquisitions or Dispositions of Assets B.E. 2547 (2004), dated 29 October 2004 (as amended) (“**Notifications on Acquisitions or Dispositions of Assets**”). The highest transaction value is 18.56%, based on the total value of the consideration. The calculation is based on the Company’s audited consolidated financial statements for nine months ending 30 September 2023. During the period of six months before the day of the Board of Directors’ approval for the Sale of PFA’s Ordinary Shares, the Company had the following transaction relating to disposition of the Company’s and/or its subsidiary’s assets:

- (1) The disposition of ordinary shares in Thansettakij Capital Mutual Fund Brokerage Securities Company Limited of which the highest transaction value is 0.72%, based on the total value of the consideration.

When combining the above transaction with the Sale of PFA’s Ordinary Shares transaction, the transaction size will be 19.28%, based on the total value of the consideration. Therefore, the transaction is categorized as a Transaction Type 2, according to the Notifications on Acquisitions or Dispositions of Assets, with a transaction value of 15% or higher, but less than 50%.

Therefore, the Company is obliged to disclose the information about the Sale of PFA's Ordinary Shares to the SET, according to Schedule 1 of the Notifications on Acquisitions or Dispositions of Assets, and distribute a circular letter among the Company's shareholders within 21 days from the disclosure of the information to the SET.

In addition, the above transaction is not considered a connected transaction, because the buyer is not a connected person with the Company, according to Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 (2008) Re: Rules on Connected Transactions (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended) ("**Notifications on Connected Transactions**").

Please be informed accordingly.

Sincerely yours,

-Signature-

(Mr. Kritsada Pruitipat)

Chief Executive Officer

(Translation)

**Information Memorandum regarding the Asset Disposition (Schedule 1)**

**Re: Disposition of Ordinary Shares in Peer For All Co., Ltd.**

At News Network Corporation Plc.'s ("Company") Board of Directors Meeting No. 6/2023, held on 13 November 2023, the meeting passed a resolution to sell 23,999,999 ordinary shares in Peer For All Co., Ltd. ("PFA"), which account for 40% of PFA's issued and sold shares, with a par value of THB 10, with the total value of THB 241 million, to One To One Contacts Plc. ("OTO") ("PFA's Ordinary Shares"). Because of this transaction ("Sale of PFA's Ordinary Shares"), the Company will no longer be a shareholder in PFA. In this regard, the Disposition of PFA Ordinary Shares has a significant condition precedent i.e. obtaining an approval from the Bank of Thailand for the change of shareholders and management of PFA.

The Sale of PFA's Ordinary Shares is considered an asset disposition transaction under the Notification of the Capital Market Supervisory Board TorChor. 20/2551 (2008) Re: Rules on Entering into Material Transactions Deemed as Acquisitions or Dispositions of Assets (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and other Acts of Listed Companies Concerning Acquisitions or Dispositions of Assets B.E. 2547 (2004), dated 29 October 2004 (as amended) ("Notifications on Acquisitions or Dispositions of Assets"). The highest transaction value is 18.56%, based on the total value of the consideration. The calculation is based on the Company's audited consolidated financial statements for nine months ending 30 September 2023. During the period of six months before the day of the Board of Directors' approval for the Sale of PFA's Ordinary Shares, the Company had the following transaction relating to disposition of the Company's and/or its subsidiary's assets:

- (1) The disposition of ordinary shares in Thansettakij Capital Mutual Fund Brokerage Securities Company Limited of which the highest transaction value is 0.72%, based on the total value of the consideration.

When combining the above transaction with the Sale of PFA's Ordinary Shares transaction, the transaction size will be 19.28%, based on the total value of the consideration. Therefore, the transaction is categorized as a Transaction Type 2, according to the Notifications on Acquisitions or Dispositions of Assets, with a transaction value of 15% or higher, but less than 50%.

Therefore, the Company is obliged to disclose the information about the Sale of PFA's Ordinary Shares to the Stock Exchange of Thailand (SET), according to Schedule 1 of the Notifications on Acquisitions or Dispositions of Assets, and distribute a circular letter among the Company's shareholders within 21 days from the disclosure of the information to the SET.

In addition, the above transaction is not considered a connected transaction, because the buyer is not a connected person with the Company, according to Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 (2008) Re: Rules on Connected Transactions (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and other Acts of Listed

(Translation)

Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended) (“**Notifications on Connected Transactions**”).

The Company would like to provide information about the transaction, according to the Notifications on Acquisitions or Dispositions of Assets, as follows:

**1. Transaction date**

The Company will enter into the Sale of PFA’s Ordinary Shares after the conditions precedent specified in the sale agreement between the Company and OTO are fully met. The Company expects the transaction to be completed by within 1 month after receiving consent from the Bank of Thailand. When the transaction is complete, the Company will no longer be a shareholder of PFA.

**2. Relevant parties and their relationships**

**Seller:** Company

**Buyer:** OTO

**Relationship:** The Buyer and the Seller do not have any relationship that would cause the Sale of PFA’s Ordinary Shares to become a connected transaction, according to the Notifications on Connected Transactions

**3. Nature, type, and size of the transaction**

**3.1 Nature of the transaction**

**Seller:** Company

**Buyer:** OTO

**Asset:** 23,999,999 ordinary shares in PFA, with a par value of THB 10, totaling no more than THB 241 million.

**Transaction value:** The Company will receive consideration from OTO, in cash, in an amount that will be no more than THB 241 million.

**Conditions precedent:** The Sale of PFA’s Ordinary Shares is subject to the following conditions precedent:

1. The Company has obtained approval for the Sale of PFA’s Ordinary Shares to OTO from its Board of Directors; and
2. PFA has obtained an approval from the Bank of Thailand for the change of shareholders and management of PFA.

The above conditions are subject to change, as will be mutually agreed between the parties.

(Translation)

**Date of completion:** Within 1 month after receiving consent from the Bank of Thailand, or any other day to be mutually agreed between the parties.

### 3.2 Type and size of the transaction

The Sale of PFA's Ordinary Shares is considered an asset disposition transaction under the Notifications on Acquisitions or Dispositions of Assets. Based on the Company's audited consolidated financial statements for the nine months ending 30 September 2023, the transaction size is 18.56%, based on the total value of the consideration. The details of the calculation are as follows:

Basis for the Calculation of the Transaction Size	Calculation Formula
1. Calculation based on the value of the net tangible assets	$= (\text{The Company's proportion of the assets in the target company to be disposed of} \times \text{Net Tangible Assets of the target company (million baht)}) \times 100 / \text{Net Tangible Assets of the Company (million baht)}$ $= (40\% \times 106.89 \text{ million Baht}) \times 100 / 916.90 \text{ million Baht}$ $= 4.66\%$
2. Calculation based on the net operating profits	$= (\text{The Company's proportion of the assets in the target company to be disposed of} \times \text{net operating profits after taxes of the target company}) \times 100 / \text{the Company's net operating profits after taxes}$ $= (40\% \times 36.09 \text{ million Baht}) \times 100 / 412.77 \text{ million Baht}$ $= 3.50\%$
3. Calculation based on the total value of the consideration	$= (\text{Value of the ordinary shares to be paid (million baht)} / \text{value of the Company's assets (million baht)}) \times 100$ $= (241 \text{ million Baht} \times 100) / 1,298.33 \text{ million Baht}$ $= 18.56\%$
4. Calculation based on the value of the equity shares issued for the payment of the assets	$= \text{Shares issued for the payment of assets} \times 100 / \text{the number of issued paid-up shares of the Company}$ $= \text{No securities are issued for the asset payment.}$
<b>Basis with the highest transaction value</b>	<b>The total value of the consideration basis</b>

(Translation)

During the period of six months before the day of the Board of Directors' approval for the Sale of PFA's Ordinary Shares, the Company had the following transaction relating to the disposition of the Company's and/or its subsidiary's assets:

- (1) The disposition of ordinary shares in Thansettakij Capital Mutual Fund Brokerage Securities Company Limited of which the highest transaction value is 0.72%, based on the total value of the consideration.

When combined with the above transaction, the transaction size for the Sale of PFA's Ordinary Shares will be 19.28%, based on the total value of the consideration. Therefore, the transaction is categorized as a Transaction Type 2, according to the Notifications on Acquisitions or Dispositions of Assets, with a transaction value of 15% or higher, but less than 50%. Therefore, the Company is obliged to disclose the information about the transaction to the SET, and distribute a circular letter among the Company's shareholders within 21 days from the disclosure of the information to the SET.

#### 4. Details of the assets to be obtained

##### 1.1 Details of the assets

The Company will enter into the Sale of PFA's Ordinary Shares after all the conditions precedent specified in the agreement between the Company and OTO have been met.

Details of PFA are as follows:

##### General information

Company name:	Peer For All Co., Ltd.
Date of registration:	18 March 2022
Company registration number:	010556504967
Type of business:	Holding 999,998 shares, or 100% of the issued and sold shares, in NestiFly Co., Ltd., which operates a peer-to-peer lending platform
Address:	121/68 Rs Tower Building 21 Floor, Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok
Registered capital:	THB 600,000,000
Paid-up capital:	THB 580,000,000

##### Board of Directors

Director	Title
1) Mrs. Warangkana Kalayanapradit	Director
2) Mr. Chaipipat Kaewtrirat	Director

(Translation)

Directors authorized to sign to bind the Company

1. Mrs. Warangkana Kalayanapradit
2. Mr. Chaipipat Kaewtrirat

Two directors jointly sign with the company's seal affixed.

List of shareholders before and after the transaction

Shareholder	Before the transaction <sup>1/</sup>		After the transaction	
	Number of shares	%	Number of shares	%
1) News Network Corporation Public Company Limited	23,999,999	40	0	0
2) Aqua Corporation Public Company Limited	35,999,998	60	5,399,998	9
3) One To One Contacts Public Company Limited	0	0	54,599,999	91
4) Mr. Chaipipat Kaewtrirat	1	0	1	0
5) Mrs. Warangkana Kalayanapradit	1	0	1	0
6) Mr. Kritsada Pruitipat	1	0	1	0
<b>Total</b>	<b>60,000,000</b>	<b>100</b>	<b>60,000,000</b>	<b>100</b>

## 1.2 Nature of the business

PFA is holding 999,998 shares, or 100% of the issued and sold shares, in NestiFly Co., Ltd., which operates a peer-to-peer lending platform.

## 1.3 Important financial information

Unit: Million baht

Financial statements	2022	Q3/2022	Q3/2023
Total assets	602.99	526.57	(562.60)
Total liabilities	30.94	0.45	(26.64)
Shareholder's equity	572.05	526.12	(535.96)
Total revenue	0.02	-	0.47
Expenses	7.98	23.88	36.56
Net profits (losses)	(7.96)	(23.88)	(36.09)

(Translation)

Remarks: According to PFA's reviewed consolidated financial statements for the year ended 31 December 2022, and PFA's reviewed consolidated financial statements for the nine months period ended 30 December 2022 and 2023.

**2. Total value of the consideration, payment, and payment conditions**

OTO will pay the consideration, in cash, in the amount of THB 241 million in the following two instalments as follows:

- (1) First instalment: within 8 September 2023, OTO will pay cash deposit for THB 72,300,000 to the Company
- (2) Second instalment: the remaining amount of THB 168,700,000 when the transaction is completed.

**3. Value of the assets to be disposed of**

The value of PFA's Ordinary Shares was set through the negotiation and agreement between the Company and OTO, with the total value of not more than THB 241 million, by consideration the Book Value Approach and the Discounted Cash Flow Approach.

**4. Expected benefits**

The Company expects to gain the following benefits from this transaction:

1. The Company will use the sales proceeds from the Sale of PFA's Ordinary Shares to invest in Liberator Securities Co., Ltd. ("**Liberator**"), the Company's subsidiary, in which 99.99% of its registered capital is owned by the Company. Liberator is expanding its business relating to securities brokerage and trading services, under License Type GAW No. LOR GAW-0151-01, dated 11 May 2022, and its derivatives business, under License Type SOR-1 No. SOR1-0151-01, dated 18 May 2022, and therefore, it needs funds for the business expansion.
2. The Company will use the sales proceeds as working capital in the Company.

**5. Planned use of proceeds**

The Company will use the sales proceeds to expand its business relating to securities brokerage and trading services, under License Type GAW No. LOR GAW-0151-01, dated 11 May 2022, and its derivatives business, under License Type SOR-1 No. SOR1-0151-01, dated 18 May 2022, as explained in Item 7 and use such sales proceeds as working capital in the Company.

**6. Transaction conditions**

- 1) The Company has obtained approval for the Sale of PFA's Ordinary Shares to OTO from its Board of Directors; and



(Translation)

2) PFA has obtained an approval from the Bank of Thailand for the change of shareholders and management of PFA.

**7. The Board of Directors' opinion on the transaction**

Upon its careful consideration at Board of Directors Meeting No. 6/2023, held on 13 November 2023, the Board of Directors is of the opinion that the Sale of PFA's Ordinary Shares is reasonable and will benefit the Company, as described in Item 7 i.e. the Company will use the sales proceeds for the expansion of its business relating to securities brokerage and trading services, under License Type GAW No. LOR GAW-0151-01, dated 11 May 2022, and its derivatives business, under License Type SOR-1 No. SOR1-0151-01, dated 18 May 2022, as explained in Item 7. This will be beneficial to the Company as the Company will use the sales proceeds as working capital in the Company.

**8. Differences in the audit committee's and/or the directors' opinion and the Board of Directors' opinion in Paragraph 10.**

The audit committee's opinion corresponds with the Board of Directors' opinion.

The Board of Directors hereby certifies that the information in this document is true, complete and accurate, and is not misleading, and nor does it omit any material information.

For your information.

Sincerely yours,

-Signature-

(Mr. Kritsada Pruitipat)

Chief Executive Officer

News Network Corporation Plc.