

**Details of Rights Offering subscription of  
Nation Broadcasting Corporation Public Company Limited**

<b>Issuer and address of Issuer</b>	:	<b>Nation Broadcasting Corporation Public Company Limited (the “Company”)</b> No. 1858/57-62, 12Ath Floor, Debaratana Road, Bangna-Tai Sub-District, Bangna District Bangkok
<b>Offering shares</b>	:	Newly issued ordinary shares of the Company
<b>Offering amount</b>	:	The amount not exceeding 267,718,405 shares will be offered to the Company's existing shareholders proportionate to their respective shareholdings (Rights Offering), which accounted for up to 33.33 of the total number of paid-up capital shares of the Company after this offering of the newly issued ordinary shares to the Company's existing shareholders proportionate to their respective shareholdings (Rights Offering).
<b>Offering ratio</b>	:	2 existing shares to 1 newly issued ordinary share in which the share fraction shall be disregarded or proceeded as necessary and appropriate. The Company scheduled the date for determination of shareholders entitled to subscribe for the newly issued ordinary shares proportionate to their respective shareholdings (Record Date) to be on 26 November 2019.
<b>Par value</b>	:	Baht 1.00
<b>Offering price</b>	:	Baht 0.53
<b>Subscription period</b>	:	During 9.00 – 17.00 hours of 20, 21, 24, 25 and 26 February 2020 (5 business days in total)
<b>Subscription Location</b>	:	Nations Broadcasting Corporation Public Company Limited No. 1858/57-62,12Ath Floor, Debaratana Road, Bangna-Tai Sub-District, Bangna District Bangkok
<b>Other details</b>	:	In the offering the newly issued ordinary shares to the existing shareholders of the Company proportionate to their respective shareholdings (Rights offering), it were specified the allocation ratio of 2 existing shares to 1 newly issued ordinary share (the total number of shares for the allocation are 267,718,405 shares) with the offering price at Baht 0.53 per share and the subscription date of the newly issued ordinary shares of the Company from 20 to 26 February 2020 (5 business days in total). The Company has determined the list of shareholders entitled to be allocated for the newly issued ordinary shares proportionate to their respective shareholdings (Record Date) on 26 November 2019. Such offering price is lower than par value of ordinary shares of the Company, thus, the Company has complied with the conditions and obtained an approval from the Extraordinary General Meeting of Shareholders No. 2/2019, held on 18 November 2019, pursuant to Section 52 of the Public Limited Company Act B.E. 2535 (1992) (including the amendments thereof). However, the Company is able to offer the newly-issued ordinary shares with the offering price lower than par value of ordinary shares of the Company since the Company has accumulated losses shown in the financial statements and consolidated financial statements ended 30 September 2019 of the Company, which are the latest financial statements audited by the certified public accountant.

**Subscription manual to subscribe for newly issued ordinary shares of the Company  
for offering to the existing shareholders proportionate to their respective shareholdings**

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**1. Subscription period and payment date for the newly issued ordinary shares**

During 9.00 a.m. – 5.00 p.m. of 20, 21, 24, 25 and 26 February 2020 (5 business days in total)

**2. Subscription**

The subscriber or attorney shall submit the required documents and payment for the subscription of newly-issued ordinary shares at the Company. The Company reserves the right to change the subscription method as appropriate, during the period of 20, 21, 24, 25 and 26 February 2020 (5 business days in total) from 9.00 a.m. – 5.00 p.m. at the following location:

No. 1858/121-122, 28th Floor, Debaratana Road, Bangna-Tai Sub-District, Bangna District Bangkok

Subscription of newly-issued ordinary shares of the Company through postal mail or at any branch of commercial banks is refrained.

**3. Subscription and payment procedures of newly-issued ordinary shares**

If the subscription is made on 20, 21, 24, 25, 26 February 2020 during 9.00 a.m. – 5.00 p.m., the subscriber can make payment of the subscription amount by

- personal cheque, cashier's cheque or bank draft dated between 20-26 February 2020 and must be clear at a clearing house in Bangkok within 1 business day only.
- The subscriber shall pay in only one personal cheque, cashier's cheque or bank draft for subscription according to rights or lower than rights or excess of the entitlement.

The subscriber who makes payment by (a) personal cheque, cashier's cheque or bank draft, under item

(a) must exclusively specify that the payment shall be made to **"Nation Broadcasting Corporation Public Company Limited for share subscription"**. On the back of the personal cheque, cashier's cheque or bank draft, the subscriber is requested to write the name and surname of the subscriber along with his/her address and contact number or

(b) transfer of money to **"Nation Broadcasting Corporation Public Company Limited for share subscription"** with following details.

The details of bank account for subscription payment	
Account name	<b>"Nation Broadcasting Corporation Public Company Limited for share subscription"</b>
Bank name	Bangkok Bank Public Company Limited
Branch	Bangna Branch
Account type	Current
Account No.	130-3-19168-6

- **The subscriber must not make payment or issue personal cheque, cashier's cheque or bank draft before the subscription date.**

- **The subscriber makes payment at bank must submit pay-in slip with the name and surname of the subscriber along with contact number and subscription documents to the Company as stated in Clause 2.**

#### **4. Required Documents for Subscription**

- 4.1 Subscription form for the newly issued ordinary shares, on which details are fully provided and the signature affixed.

The Company will deliver the subscription form for the newly-issued ordinary shares to all existing shareholders in accordance with the date of determination of shareholders entitled to subscribe for the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date) on 26 November 2019. In addition, the shareholders may also obtain the subscription form for the newly-issued ordinary shares at the Company or download such form from the Company's website ([www.nbc.co.th](http://www.nbc.co.th)).

- 4.2 Certificate for the subscription right of the newly-issued ordinary shares issued by Thailand Securities Depository Company Limited

- 4.3 Personal cheque, cashier's cheque or bank draft which must be clear at a clearing house in Bangkok within 1 business day or copy of the pay-in slip or transfer of money to the bank account (in the case that the payment for newly-issued ordinary shares subscription is made by money transfer). On the back of the personal cheque, cashier's cheque or bank draft, or pay-in slip, the subscriber is requested to write the name and surname of the subscriber along with his/her contact number enclosed with the subscription form.

- 4.4 In the case that the shareholder does not attach the Certificate for subscription of the newly-issued ordinary shares according to Clause 4.2 and/or in the case that the shareholder name/surname are different from those names in accordance with the date of determination of shareholders entitled to subscribe for the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date) on 26 November 2019, he/she shall attach the evidence issued by government authority, for example, letter of certificate, marriage certificate, divorce certificate, certificate for change of name/surname, etc. The subscriber shall attach the following documents.

(1) In the case of Thai individual

A certified true copy of identification card or government official/state enterprise employee identification card that has not expired or a certified true copy of the first page and the page with identification number of house registration certificate

(2) In the case of Foreign individual

A certified true copy of alien card or passport that has not expired or a certified true copy of document substituting passport

(3) In the case of Thai juristic person

- (a) A copy of affidavit issued by the Ministry of Commerce or the governmental sector having an authorization to certify, no longer than 6 months prior to the date of submission of the subscription form for the newly issued ordinary shares and supporting documents, certified by authorized person and affixed with the company's seal (if any); and
  - (b) A certified true copy of documents specified in item (1) and (2) (as the case may be) of the authorized person who certifies true copy on the document in (3)(a).
- (4) In the case of foreign juristic person
- (a) Copies of documents evidencing its incorporation, Memorandum of Association and/or the affidavit of the juristic person issued no longer than 12 months prior to the date of submission of the subscription form for the newly issued ordinary shares and supporting documents, being certified true copies by the authorized person of the juristic person and affixed with the company's seal (if any); and
  - (b) A certified true copy of passport that has not expired of the authorized person who certifies true copy on the documents specified in item (4)(a) above being certified true copy

In cases where a fingerprint is affixed instead of a signature, the left thumb shall be used with a statement "the fingerprint of the left thumb of.....". The fingerprint must be affixed in the presence of two witnesses and certified. A certified copy of the identity card or government official/state enterprise employee identification card of the witness must be attached.

Certified copies of all documents must be certified by the Notary Public or any other authorized organization of the country in which the documents are issued or certified to certify the signature of the issuer or certifier of the documents, and the signature and seal of the Notary Public or any other authorized organization shall be certified by an official of the Thai Embassy or Consulate in the country in which the documents are prepared or certified, all of which must be not exceeding 1 year prior to the date of submission of the subscription form for the newly issued ordinary shares and supporting documents. The documents which their original version are not written in English must be translated to English and attached thereto, being certified the accuracy by the authorized person of such juristic person and affixed with the company's seal (if any).

In case of appointing a custodian as an authorized person(s), there shall be a power of attorney for the custodian. The subscription form and all supporting documents for subscription will then be signed by the custodian attaching together with a document confirming that the person who signed the proxy form is permitted to operate the custodian business and A copy of the affidavit of the custodian, certified as true and correct copy by the authorized representative of the custodian, with statement showing that such authorized representative of the custodian, who signs the proxy form as the grantor, is empowered to act on behalf of the custodian, as well as a certified true copy of identification card that has not expired or other documents that can identify such authorized person(s).

- 4.5 Power of attorney affixed with THB 30 stamp duty (in case of authorizing an attorney to act on his/her behalf) together with a copy of identification card of the subscriber and the attorney, being certified true copies.

In the case that the subscriber for the newly issued ordinary shares has not or has incompletely submitted the above required documents for subscription, the Company is entitled to treat that such shareholder has given up the right to subscribe the newly issued ordinary shares of the Company.

In addition, the Company reserves the rights not to offer the offering documents and to allocate the newly-issued shares to any subscriber if such offering or allocation will be, or may cause the Company to be, in violation of any laws, regulations or rules of a foreign country, or if such delivery or allocation will cause the Company to take any other step or action other than those necessary under Thai laws and regulations concerning the issuance and offering of securities.

## **5. Terms and Conditions of Subscription**

- 5.1. In the case that the shareholder subscribes for the newly issued ordinary shares pursuant to his/her right or less than his/her right, the shareholder who expresses such an intention to subscribe the newly issued ordinary shares pursuant to his/her right with round down or less than his/her right will receive the allocation of all newly-issued ordinary shares for which he/she subscribes.
- 5.2. Shareholders can submit for subscription for newly issued ordinary shares more than Rights Offering and must notify their intention at the same time as submitting for subscription according to Rights Offering. The shareholders must also pay the full amount of oversubscription for newly issued ordinary shares.
- 5.3. If there are remaining newly issued ordinary shares after the first allocation to the existing shareholders proportionate to their respective shareholdings, the Company shall allocate the remaining shares to the oversubscribing shareholders, based on their existing shareholding and at the same offering price. In such allocation of the newly issued ordinary shares, the Company shall allocate the remaining shares until there is no newly issued ordinary share remaining or until there is no shareholder expresses their intention to subscribe the newly issued ordinary shares. If there still are remaining shares, the Company shall decrease registered capital by decreasing such unallocated shares and shall not allocate them to specific persons (Private Placement).
- 5.4. If there is any shareholder expressing his intention to subscribe the newly issued ordinary shares over his existing shareholding, causing him and persons in Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (including the amendments thereof) of such shareholders to increasingly hold the number of shares of the Company which reach or exceed the trigger point to make a tender offer, such shareholder shall have to make the tender offer for the purchase of the entire securities of the Company pursuant to the Notification of Capital Market Supervisory Board

No. TorChor. 12/2554 (2011) Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers ("**Notification on the Acquisition of Securities for Business Takeovers**"), unless such shareholder is exempted from making the tender offer for the purchase of the Company's securities according to the Notification on the Acquisition of Securities for Business Takeovers.

- 5.5. The shareholder who has subscribed and paid for the subscription is not permitted to cancel his/her subscription.
- 5.6. The Company reserves the right to consider not allocating the shares to any subscriber if such allocation causes or may cause the infringement of foreign shareholding restriction as specified in the Articles of Association of the Company which, at present, allows foreigners to collectively hold the Company's shares not exceeding 25 percent of the total number of sold shares of the Company.
- 5.7. The Company reserves the rights not to allocate the newly issued shares to any subscriber if such allocation will be, or may cause the Company to be, in violation of any laws, regulations or rules of a foreign country, or if such allocation will cause the Company to take any other step or action other than those necessary under Thai laws and regulations concerning the issuance and offering of securities.
- 5.8. In the case that the subscription payment is made by personal cheque, cashier's cheque or bank draft which must be clear at a clearing house in Bangkok within 1 business day, the subscription payment will be deemed complete once the paying bank cashes out the amount specified in the personal cheque, cashier's cheque or bank draft, and the subscription for the newly issued ordinary shares will be deemed complete once the Company can collect the payment for the subscription
- 5.9. In the case that the share subscription amount state in the subscription form does not match the payment received, the Company shall regard the payment received as the intended subscription amount and the Company reserves the rights to use discretion to allocate the newly issued ordinary shares to each shareholders as deemed appropriate by the Company.
- 5.10. If (1) the shareholder who subscribes for the newly issued ordinary shares is unable to pay for the subscription or the Company is unable to collect the payment of the whole or part of the subscription in any case within the subscription period and subscription payment, which is not the fault of the Company; or if (2) the shareholder who subscribes for the newly issued ordinary shares has incompletely or unclearly filled the details in the subscription form for the newly-issued ordinary shares, the Company is entitled to treat that such shareholder has given up his/her right

to subscribe the newly issued ordinary shares. In this regard, the Company hereby reserves the right to further allocate such newly issued ordinary shares.

In making payment for the subscription, the shareholders shall closely examine the subscription payment method and proceed in accordance with conditions and method specified. If the shareholder fails to comply with the method for the subscription payment or fails to proceed in accordance with conditions and method specified, for the subscription payment to be collected within the subscription period, the Company is entitled to treat that such shareholder has given up his/her right to subscribe to the newly issued ordinary shares. In this regard, the Company hereby reserves the right to further allocate such newly issued ordinary shares.

#### 5.11. Return of Subscription Payment

In the case that the shareholders who have subscribed for the newly issued ordinary shares and do not receive the allocation of the newly issued ordinary shares, the Company will proceed to return the subscription payment for the portion of shares that has not been allocated or has not been fully allocated within 14 days from the last day of the subscription period, without any interest and/or damages by issuing a crossed cheque made payable to the subscriber and deliver such cheque by registered postal mail to the address appears on the Company's shareholders database.

For the return of the money by a cheque, the subscriber will be responsible for the fee charged by the different Clearing House or the fee charged in relation to the bank's cheque (if any).

In case the Company cannot return the money to the subscriber within 14 days from the last day of the subscription period, the subscriber shall receive from the Company the interest at the rate of 7.5 percent per annum on the amount to be returned, calculated from the date following the last day of the 14-day period after the subscription period until the date of return. If a cheque is delivered by the registered postal mail to the address appearing on the Company's shareholders database, it shall be deemed that the subscriber has duly received the subscription payment for the portion of shares that have not been allocated or have not been fully allocated; and the subscriber shall not have the right to claim for any interest and/or damages from the Company.

5.12. In the case that there are any problems, obstacles or limitations in the operation, the Company hereby reserves the right to change the details of method of the subscription payment, terms and conditions of subscription or any information relating to the subscription method of the newly issued ordinary shares as appropriate, by taking into account the utmost benefit of the subscription of the Company's newly issued ordinary shares.

#### 5.13. Delivery of Newly Issued Ordinary Shares

5.13.1. In the case that the subscriber intends to deposit the shares in the account of the securities company where the subscriber has a trading account with, the Company shall proceed to deposit the allotted shares in the account of "Thailand Securities Depository

Company Limited for Subscribers” operated by the TSD, and the securities company shall record the number of shares deposited and issue an evidence of deposit to the subscriber within 15 business days after the last day of the subscription period. In this case, the subscriber shall be able to sell the allotted shares on the SET as soon as the SET allows the Company’s newly issued shares (which are issued and allocated according to the resolutions of the Extraordinary General Meeting of Shareholders No. 2/2019, held on 18 November 2019) to be traded on the SET.

- 5.13.2. In the case that the subscriber intends to deposit the shares in the Issuer Account No. 600, the Company shall proceed to deposit the allotted shares in the account of “Thailand Securities Depository Company Limited”, whereby the TSD shall record the number of shares deposited under the name of the subscriber and issue an evidence of deposit to the subscriber within 15 business days after the last day of the subscription period. In this case, the subscriber shall be able to sell the allotted shares on the SET after the SET allows the Company’s shares to be traded on the SET only when the subscriber has transferred the shares out of the Issuer Account No. 600 into his/her own trading account. And if the subscriber wishes to withdraw such shares, he/she can contact the TSD, but, be subject to the withdrawal fee specified by the TSD (the subscriber must completely fill in the required information in “the Additional Subscription Documents Only for the Subscriber Wishing to Deposit the Securities in the Issuer Account” form (Enclosure 4) and submit them together with the Subscription Form for Newly Issued Ordinary Shares).
- 5.13.3. In the case that the subscriber wishes to receive the Share Certificate under the name of subscriber, the TSD, as the Company’s registrar, shall deliver the Share Certificate according to the number of allotted shares to the subscriber via a registered mail to the name and address appeared in the shareholders’ database of the Company in accordance with the Share Register Book at the date fixing the name of shareholders as of 26 November 2019 within 15 business days after the last day of the subscription period. In this case, the subscriber shall not yet be able to sell the allotted shares on the SET until receiving the Share Certificate, and the subscriber may receive the Share Certificate after the Company’s newly issued shares (which are issued and allocated according to the resolutions of the Extra-ordinary General Meeting of Shareholders No. 2/2019, held on 18 November 2019) are approved to be traded on the SET.



## **6. Other Necessary Details for Shareholders in Making Decision to Purchase Newly Issued Ordinary Shares**

The Company shall proceed to register the paid-up capital increase of the Company with the Ministry of Commerce within 14 days after the end of the subscription period and further submit an application for the listing of all newly issued ordinary shares on the Stock Exchange of Thailand.

## **7. Other important information**

7.1 The name of the subscriber and the name of the owner of the securities trading account shall be the same. If the account number of the securities belongs to other person, the share(s) will not be able to be transferred into the account. In this regard, the Company reserves the right to issue the share certificate to such subscriber.

7.2 Please correctly specify the code of the broker (broker no.) to which the share(s) will be delivered. If the code is not correct, the share(s) will be sent to other broker, and the Company shall not be responsible for the possible loss or the delay in claiming back the share(s).

7.3 If the Company cannot return the subscription payment to the subscriber within the specified period as a result which is not under the control of the Company, the Company shall not be responsible for any interest and/or damages and will return only the subscription payment to the subscriber who has not been allocated or has not been fully allocated the shares from the Company, as described in Clause 5 "Terms and Conditions of Subscription".

7.4 If a number of shares that the shareholder has specified in the subscription form for the newly issued ordinary shares does not match with the subscription payment received by the Company, the Company hereby reserves the right to use the number of shares based on the subscription payment.

7.5 For the subscriber who wishes to deposit his/her shares in the account of the Company, Member No. 600, the subscriber must provide all details in "additional documents for subscribers who would like to deposit shares into an issuer account only" (Enclosure 4) to submit to Thailand Securities Depository Co., Ltd. However, if the subscriber does not complete these additional documents, the Company hereby reserves the right to issue share certificates in the name of the subscriber, according to 5.13.3 instead.

7.6 In the case that the subscriber does not specify a delivery method for the Company to deliver the security in the Subscription Form for Newly Issued Ordinary Shares, the Company shall reserve the right to issue the Share Certificate to the subscriber as mentioned above in Clause 5.13.3.

7.7 If you have any questions, please contact at

### **Nation Broadcasting Corporation Public Company Limited**

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