



# Venture Incorporation Public Company Limited

544 Soi Ratchadaphisek 26, Ratchadaphisek Rd., Samsenok, Huai Khwang, Bkk 10310

## บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)

544 ซอยรัชดาภิเษก 26 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310  
Tel. +662-541-4145-6 Fax. +662-541-4147-8 เลขประจำตัวผู้เสียภาษี : 010 753 8000 428 (สำนักงานใหญ่)

No. EXE. 001-01-18

January 26, 2018

Re: Notification of the capital increase and investment of the subsidiary  
To: President  
The Stock Exchange of Thailand

The Board of Directors' meeting of Venture Incorporation Public Company Limited (the "Company" or "VI") No.1/2018 held on 26 January 2018 has resolved to approve the Company's purchase of additional shares of V.I. Capital Company Limited ("the subsidiary"). The subsidiary has approved to increase the registered capital from Baht 30,000,000 to 50,000,000. The capital raising at the amount of Baht 20,000,000 and will be divided into 2,000,000 ordinary shares with par value at Baht 10 per share. The Board of Directors has approved to purchase of additional shares in amount of Baht 20,000,000 represent 2,000,000 shares.

In this regard, the Company would like to inform the details of the Company's purchase of additional shares of V.I. Capital Company Limited as follows:

**1. Date / Month / Year of the Transaction**

Within 15 days from the date on which VI has obtained an approval from its Board of Directors.

**2. General Characteristics of the Transaction**

The Company will purchase newly issued ordinary shares of V.I. Capital Company Limited ("the subsidiary"), totaling 2,000,000 shares. at the offering price of Baht 10.00 each, having the investment value of Baht 20,000,000.

**3. Details of the Acquiring Assets**

2,000,000 ordinary shares with a par value of Baht 10 per share, totalling Baht 20,000,000, which equals 100.00 percent of the paid-up share capital of V.I. Capital Company Limited as detailed follows :

**3.1 Registered capital of V.I. Capital Company Limited**

	Registered capital (Baht)	No. of shares (shares)	Par Value (Baht)
Before capital increase	30,000,000	3,000,000	10
After capital increase	50,000,000	5,000,000	10

**3.2 Shareholding structure**

Shareholders	Before capital increase		After capital increase	
	No. of shares (shares)	%	No. of shares (shares)	%
1. Venture Incorporation PCL.	2,999,996	100.00	4,999,996	100.00
2. Mr. Sutipong Srisoonthortrakul	1	0.00	1	0.00
3. Mr. Nitat Wattanakul	1	0.00	1	0.00
4. Mr. Nontawat Dhanasuwiwath	1	0.00	1	0.00
5. Mr. Vincent Yuan Sun Lee	1	0.00	1	0.00
<b>Total</b>	<b>3,000,000</b>	<b>100.00</b>	<b>5,000,000</b>	<b>100.000</b>

**4. Calculation of the Transaction Size**

Details of the transaction size calculated based on four calculation methods are as follows:

Criteria of Calculation	Formula of Calculation	Transaction Value (%)	
1. Net Tangible Assets (NTA)	% of NTA of the acquiring assets / NTA of the Company	100% * Baht 20,000,000 / Baht 59,811,167	33.44%
2. Net Profit	% of net profit from the acquiring assets / total net profit of the Company	Calculation cannot be held because the company gains loss.	
3. Value of Consideration	consideration paid/ total asset of the Company	Baht 20,000,000 / Baht 96,662,991	20.69%
4. Value of Securities	total number of shares issued as consideration / number of total issued and fully paid-up shares of the Company	unable to calculate as the consideration is not paid by way of shares	



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Remark: Information based on the reviewed financial statements of the Company for the period ended 30 September 2017

The size of all acquisition transactions entered into by the Company during the past 6 months

No.	Acquisition Transaction	Consideration Paid (Baht Million)	Transaction Size (%)	Date of Transaction
1	Investment of the Subsidiary	1.60	1.67	6 October 2017

The above transaction is not considered as a related party transaction. The Company's investment in its subsidiary, based on the reviewed financial statements of the Company for the period ended 30 September 2017, has a transaction size, being of the highest value when calculated based on the net tangible assets (NTA), equaling 33.44 percent and when consolidating the size of this transaction with all acquisition transactions entered into by the Company during the past 6 months, the total size of all such acquisition transactions, being of the highest value when calculated based on net tangible assets (NTA), equaling 33.51 percent which has a total value of more than 15 per cent but less than 50 per cent.

Consequently, the Company is required to submit and disclose information regarding the transaction to the SET and send a notification to its shareholders within 21 days from the date on which the above disclosure is made to the SET.

#### 4 Source of Fund for the Acquiring Assets

The Company's cash from its operations and its cash flow.

#### 5 Expected Benefits to the Company

- Expansion of the Company's investment in the Nano-Finance business, Personal Loan business and other lending business according to the objectives of the company.
- To increase the registered capital of the Company to meet the qualifications of the Nano-Finance business license and personal loans business license as specified by the Bank of Thailand.

#### 6 Opinion of the Board of Directors Regarding the Transaction

The capital increase in a subsidiary is in line with the Company's plan to structure its group companies in preparation for future investment and to provide an opportunity for the Company to make investment in a more diversified manner and to comply with the rules and regulations of the Bank of Thailand concerning the lending business.

#### 7 Opinion of the Directors and/or the Audit Committee which are Different from the Opinion of the Board according to Item 7

None of the Audit Committee nor any director has a different opinion from the opinions of the Board of Directors.

The Board of Directors hereby certifies that all information contained herein is accurate and true in all respect, and was carefully prepared with diligence having the shareholders' interests as the key principle.

Please be informed accordingly.

Yours sincerely  
Venture Incorporation Public Company Limited

(Mr. Nontawat Dhanasuwiwath)  
Director

Executives Office of the Company  
Tel. 0-2194-8562