



Venture Incorporation Public Company Limited

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บริษัท เวนเจอร์ อินคอร์ปอเรชั่น จำกัด (มหาชน)

544 ซอยรัชดาภิเษก 26 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310

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No. Exe 002-01-2020

January 27, 2020

Subject: Notification of the Subscription Rights of Venture Incorporation Public Company Limited

To: President

The Stock Exchange of Thailand

- Enclosure
1. Certification of the Subscription Entitlement issued by Thailand Securities Depository Company Limited (“TSD”)
 2. Information Memorandum of the Allocation of Newly Issued Ordinary Shares of Venture Incorporation Public Company Limited
 3. Subscription Form for New Ordinary Shares
 4. Inquiry for the Subscriber that Deposit their Securities Certificates in the Issuer Account Only and Entity Status Certification and Information Disclosure Consent Form under FATCA
 5. Power of Attorney Form
 6. Map of the Temporary Location for Subscription of New Ordinary Shares

Referring to the Extraordinary General Meeting of Shareholders No. 2/2019, which was held on October 21, 2019, resolved to approve the issuing and offering new ordinary shares to existing shareholders proportionate to their shareholding (Right Offering) in the amount of not exceeding 1,867,356,819 shares with a par value of Baht 0.28 per share at the allocation ratio of 1 existing ordinary shares to 3 newly issued ordinary shares, whereby any fraction of shares shall be disregarded, at the offering price of Baht 0.05 per share, and changed by cancelling the date to record the names of the shareholders who are entitled to the allocation and offer for sale of the newly-issued ordinary shares proportionate to the shareholders’ respective shareholdings (Rights Offering) (Record Date) in November 1, 2019 and the subscription period for the newly-issued ordinary shares the period in between 16-20 December 2019, which will be announced later. In this regard, Board of Directors, shall be authorized to determine the date to record the names of the shareholders who are entitled to the allocation and offer for sale of the newly-issued ordinary shares proportionate to the shareholders’ respective shareholdings (Rights Offering) (Record Date), and The date of subscription period for the newly-issued ordinary shares, In addition, the Board of Directors following acts:

- (1) To consider and determine the details of the allocation of the newly-issued shares for the purpose of offering them for sale to the existing shareholders proportionate to their respective shareholdings, to be in compliance with the laws and regulations governing the issuance and offer for sale of the securities under the Thai law and any foreign laws and regulations;
- (2) To determine or change the details of the allocation, such as whether the newly-issued ordinary shares shall be allocated on one occasion or more, or any alterations to the offering period, allocation ratio, payment method, or any other details with respect to the allocation and the offer for sale;
- (3) To undertake any act necessary for and relevant to the allocation of the newly-issued ordinary shares for the purpose of offering them for sale to the existing shareholder proportionate to their respective shareholdings in compliance with the applicable laws.

The Board of Directors No. 1/2020 which was held on January 13, 2020 resolved to set out the rules, conditions and other details necessary for and in connection with the issuing and offering new ordinary shares to existing shareholders proportionate to their shareholding (Right Offering) in the amount of not exceeding 1,867,356,819 shares with a par value of Baht 0.28 per share at the allocation ratio of 1 existing ordinary shares to 3 newly issued ordinary shares, whereby any fraction of shares shall be disregarded, at the offering price of Baht 0.05 per share, as follows:

- (1) January 27, 2020 is the date to record the names of the shareholders who are entitled to the allocation of the newly-issued ordinary shares proportionate to the shareholders’ respective shareholdings (Rights Offering) (Record Date).
- (2) The scheduled dates for the subscription period for the newly-issued ordinary shares proportionate to the shareholders’ respective shareholdings (Rights Offering) are period between February 11 - 14, 2020 and February 17, 2020 (total: 5 business days).

For the purpose of such right offering, the Extraordinary General Meeting of Shareholders No. 2/2019, which was held on October 21, 2019, resolved to approve the details of the procedures as follows:

- (1) In the case where the number of shares remaining from the first allocation to the existing shareholders, proportionate to their respective shareholdings (Rights Offering), is higher than or equivalent to the number of shares oversubscribed for by the existing shareholders, the Company shall allocate the remaining shares to all oversubscribing shareholders who pay the total price of the oversubscribed shares, in accordance with the number of shares for which they oversubscribed.



- (2) In the case where the number of shares remaining from the first allocation to the existing shareholders proportionate to their respective shareholdings (Rights Offering), is lower than the number of shares oversubscribed for by the existing shareholders, the Company shall allocate the remaining shares to the oversubscribing shareholders in accordance with the following stipulations:
- (2.1) The Company shall allocate the shares in a number proportionate to the existing shareholding of each oversubscribing shareholder by multiplying the shareholding of each oversubscribing existing shareholder by the number of the remaining shares, resulting in the number of shares to which each oversubscribing shareholder is entitled to. In the case of a fraction of a share, the fraction shall be rounded down. In this regard, the number of shares allocated shall not exceed the number of shares for which each shareholder subscribed and paid for.
- (2.2) In the case where there are shares remaining from the allocation under (2.1), the Company shall allocate the remaining shares to each oversubscribing shareholder who has not been allocated shares in accordance with their existing shareholding by multiplying the shareholding of each oversubscribing existing shareholder by the number of the remaining shares, resulting in the number of shares to which each oversubscribing shareholder is entitled to. In the case of a fraction of a share, the fraction shall be rounded down. In this regard, the number of shares under the allocation shall not exceed the number of shares for which each shareholder subscribed and paid for. The Company shall conduct the allocation with respect to the oversubscription in accordance with the procedures under this clause (2.2) until there are no shares remaining from the allocation.

Any allocation of oversubscription of shares in accordance with the details above must not result in: any oversubscribing shareholder holding the shares of the Company in the number that reaches or surpasses the trigger point requiring such shareholder to make a tender offer shareholding limit specified under the Company's Clauses of Association, which currently provide that a foreigner shall not hold shares of more than 49 percent of the Company's total shares sold.

Furthermore, should there be any newly issued ordinary shares remaining from the allocation of shares by way of right offering and oversubscription, the Company shall proceed to reduce its registered capital by cancelling the newly issued ordinary shares remaining from the offering accordingly.

The Company would like to notify you of your entitlement to subscribe the Company's newly issued ordinary shares as per the number indicated in the Certificate of the Subscription Entitlement and to define details of the issuing and offering as well as the appropriation of capital increased ordinary shares into notice of the Allotment of New Shares as attachment.

Please be informed accordingly.

Yours sincerely

(Mr. Sakkaphongs Boonmee)

Vice Chairman of the Board and Chief Executive Officer