



บริษัท ดีมีเตอร์ คอร์ปอเรชั่น จำกัด (มหาชน)

Demeter Corporation Public Company Limited

เลขที่ 191/43 อาคารซีทีไอ ทาวเวอร์ ชั้น 21 ถนนรัชดาภิเษก แขวงคลองเตย เขตคลองเตย กรุงเทพฯ 10110

โทรศัพท์ 0 2204 2601 โทรสาร 0 2204 2616

191/43 CTI Tower 21<sup>st</sup> Floor, Ratchadapisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok, 10110

DCORP 121/2017

September 15, 2017

Re: Board of Directors' Meeting Resolution Regarding Investment in the Project of The Marvel Experience: Theme Entertainment Attraction – TMX of Hero Experience Co., Ltd.

To: President  
The Stock Exchange of Thailand

Enclosure: Information Memorandum regarding the Acquisition of Asset of Demeter Corporation Public Company Limited

The Meeting of the Board of Directors No. 8/2017 of Demeter Corporation Public Company Limited (the “Company”) was held on September 15, 2017 at 10.00 a.m. The Company would like to inform that the meeting resolved to approve the investment in the Project of The Marvel Experience: Theme Entertainment Attraction – TMX of Hero Experience Co., Ltd. (the “Hero Experience”) by means of subscription of newly issued shares of Hero Experience and acquisition of shares from the existing shareholder (the “Share Acquisition Transaction”). Share Acquisition Transaction is expected to be completed by October 31, 2017. Details of the Share Acquisition Transaction are as follows:

1. Subscription of 805,264 newly issued ordinary shares of Hero Experience under which there will be the increase in the registered capital of Hero Experience, equivalent to 30 percent of the registered capital of Hero Experience, at the price per share of up to Baht 335.29377 and total purchase price of up to Baht 270,000,000, which is higher than the par value. The Subscription of newly issued shares will be done by the Company jointly with Mr. Niti Nerngchamnon, which Mr. Niti Nerngchamnon will subscribe to 67,105 newly issued ordinary shares, equivalent to 2.5 percent of the registered capital of Hero Experience, total purchase price of up to Baht 22,500,000 and Mr. Niti Nerngchamnon, or the person appointed by Mr. Niti Nerngchamnon will subscribe to 536,843 newly issued ordinary shares, equivalent to 20 percent of the registered capital of Hero Experience, total purchase price of up to Baht 180,000,000. In other words, Hero Experience will increase in the registered capital from Baht 127,500,000 to Baht 268,421,200 by issuance of 1,409,212 ordinary shares at the par value of Baht 100.



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2. Acquisition of 67,106 ordinary shares in Hero Experience from Travel Channel Agency Co., Ltd., equivalent to 2.5 percent of the registered capital of Hero Experience, at the price per share of up to Baht 149.018 and total purchase price of up to Baht 10,000,000

The acquisition of shares at the price which is higher than the par value is due to the fact that the Company has considered the value of Hero Experience which evaluated by the independent valuer that it should be equal to Baht 2,616,000,000 (please see the details in Clause 8 Re: Criteria to Determine the Value of Consideration). The Company will acquire shares equivalent to 32.5 percent, in total of Baht 850,200,000. However, the Company has expended Baht 280,000,000 in negotiation process in acquiring such shares. Therefore, the Subscription of Newly Issued Shares at the price which is higher than the par value is reasonable in which the Company will receive the expected return.

The Share Acquisition Transaction mentioned above will be entered into by the Company when the conditions precedent specified in the share purchase agreement are fulfilled. Upon consummation of the Share Acquisition Transaction, the Company will be the shareholder of Hero Experience holding shares equivalent to 32.5 percent of the registered capital.

Based on calculation of the transaction size, the transactions have a maximum size in aggregate of 35.66 percent according to the calculation by the size of the total value of the consideration paid, (including transaction which takes place for 6 months earlier, which when calculation by the size of the total value of the consideration paid equal to 7.56 percent). The transactions are considered as a type 2 transaction having a value of more than 15 percent but lower than 50 percent in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2551, Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 Acquisition and Disposition of Assets B.E. 2547 (the "Acquisition and Disposal Rule"). Accordingly, the Company has a duty to disclose the information memorandum of such transactions to the Stock Exchange of Thailand and to send the information memorandum of such transactions to its shareholders within 21 days after disclosing to the Stock Exchange of Thailand.

Moreover, to facilitate the processes involved, Managing Director or the person appointed by Board of Directors shall negotiate, enter into agreement, decide, amend the details or conditions, and take any necessary and proper actions for the benefits of the Company including, but not limited to, signing of agreement,



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memorandum, or other documents, and to contact with relevant government sectors, such as Bank of Thailand, the Securities and Exchange Commission, the Stock Exchange of Thailand.

In addition, details of the aforementioned transaction are appeared in the information memorandum regarding the acquisition of the asset of the Company (Enclosure)

Please be informed accordingly.

Yours Sincerely,

*-Signature-*

(Mr. Teerawit Charuwat)

Director and Chief Executive Officer



บมจ.0107537002109

บริษัท ดีมีเตอร์ คอร์ปอเรชั่น จำกัด (มหาชน)

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Enclosure

Information Memorandum Concerning the Acquisition of Assets  
of  
DEMETER CORPORATION PUBLIC COMPANY LIMITED

The meeting of the Board of Directors of Demeter Corporation Public Company Limited (the “Company”) No.8/2017 held on September 15, 2017 has resolved to approve for the Company to invest in the Project of The Marvel Experience: Theme Entertainment Attraction – TMX of Hero Experience Co., Ltd. (the “Hero Experience”) by means of subscription of 805,264 newly issued shares of Hero Experience, at the total price of up to Baht 270,000,000 (the “Subscription of Newly Issued Shares”) and acquisition of 67,106 shares from Travel Channel Agency Co., Ltd. (the “Travel Channel Agency”), at the total purchase price of up to Baht 10,000,000 (the “Acquisition of Shares in Hero Experience”, together with the Subscription of Newly Issued Shares, the “Share Acquisition Transaction”).

The transaction is considered as acquisition of assets according to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 Acquisition and Disposition of Assets B.E. 2547 (A.D. 2004) (the “Acquisition and Disposal Rule”). The Company would like to inform the details of the transaction as follows:

1. Date / Month / Year of the Transaction

The Company and Travel Channel Agency will enter into the Share Purchase Agreement with respect to the subscription of its newly issued shares and the purchase of shares in Hero Experience, which the completion of such will be conditional upon the fulfilment of condition precedent and satisfactory completion of the legal due diligence

2. Parties involved and Relationship with the Company

2.1 The Subscription of Newly Issued Shares

Seller : Hero Experience Co., Ltd.

Purchaser : The Company



บมจ.0107537002109

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Relationship : None

## 2.2 The Acquisition of Shares in Hero Experience

Purchaser : The Company

Seller : Travel Channel Agency Co., Ltd.

Details of shareholders of Travel Channel Agency Co., Ltd. based on the list of shareholders as of April 28, 2017 are as follows:

Shareholders	Shares	Percent
Mrs.Chitra Tosaksith	5,000	50
Mr.Surakiat Thienthong	2,500	25
Mr.Vich Waitoonkiat	2,500	25

Remark A par value is Baht 100 per share

Relationship : None

## 3. General Characteristic of the Transaction

### 3.1 The Subscription of Newly Issued Shares

1. The Company will subscribe 805,264 newly issued ordinary shares of Hero Experience under which there will be the increase in the registered capital of Hero Experience, equivalent to 30 percent of the registered capital of Hero Experience, at the price per share of up to Baht 335.29377 and total purchase price of up to Baht 270,000,000, which is higher than the par value. The Subscription of newly issued shares will be done by the Company jointly with Mr. Niti Nerngchamngong, which Mr. Niti Nerngchamngong will subscribe to 67,105 newly issued ordinary shares, equivalent to 2.5 percent of the registered capital of Hero Experience, total purchase price of up to Baht 22,500,000 and Mr. Niti Nerngchamngong, or the person appointed by Mr. Niti Nerngchamngong will subscribe to 536,843 newly issued ordinary shares, equivalent to 20 percent of the registered capital of Hero Experience, total purchase price of up to Baht 180,000,000. In other words, Hero



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Experience will increase in the registered capital from Baht 127,500,000 to Baht 268,421,200 by issuance of 1,409,212 ordinary shares at the par value of Baht 100.

The acquisition of shares and the subscription of the newly issued shares at the price which is higher than the par value is due to the fact that the Company has considered the value of Hero Experience which evaluated by the independent valuer that it should be equal to Baht 2,616,000,000 (please see the details in Clause 8 Re: Criteria to Determine the Value of Consideration). The Company will acquire shares equivalent to 32.5 percent, in total of Baht 850,200,000. However, the Company has expended Baht 280,000,000 in negotiation process in acquiring such shares. Therefore, the Subscription of Newly Issued Shares at the price which is higher than the par value is reasonable in which the Company will receive the expected return.

### 3.2 The Acquisition of Shares in Hero Experience

The Company will acquire 67,106 ordinary shares in Hero Experience from Travel Channel Agency, equivalent to 2.5 percent of the registered capital of Hero Experience, at the price per share of up to Baht 149.018 total purchase price of up to Baht 10,000,000

## 4. Calculation of Transaction Size

The transaction is considered as acquisition of assets according to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 Acquisition and Disposition of Assets B.E. 2547 (A.D. 2004) (the "Acquisition and Disposal Rule"). The transactions have a maximum size in aggregate of 35.66 percent according to the calculation by the size of the total value of the consideration paid, (including transaction which takes place for 6 months earlier, which when calculation by the size of the total value of the consideration paid equal to 7.56 percent). The transactions are considered as a type 2 transaction having a value of more than 15percent but lower than 50percent in accordance with the Acquisition and Disposal Rule.



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Details of calculation of the transaction size are based on expenses of the Company in subscription of Newly Issued Shares and acquisition of Shares in Hero Experience at the total of Baht 280,000,000 as follows:

Criteria	Calculation	Size of Transaction (Percent )
1. Net tangible asset basis (NTA)	$(0.325 \times 2,413,694.08 / 890,370,716) \times 100$ <sup>1/</sup>	0.09
2. Net profit basis	-None-	-None-
3. Consideration paid basis	$(280,000,000 / 996,219,806) \times 100$ <sup>2/</sup>	28.10
4. Issuance of securities basis	-None-	-None-
The highest transaction size		28.10

Remark:

1/ Calculated from the net tangible assets of Hero Experience ending December 31, 2016 as audited by the Certified Public Accountant, and the net tangible assets of the Company ending June 30, 2017 as audited by the Certified Public Accountant.

2/ Calculated from the total assets of the Company ending June 30, 2017 as audited by the Certified Public Accountant.

Based on calculation of the transaction size, the transactions have a maximum size in aggregate of 35.66 percent according to the calculation by the size of the total value of the consideration paid, (including transaction which takes place for 6 months earlier, i.e. the acquisition of shares and the subscription of the newly issued shares in Blue Finix Digital Co., Ltd., which when calculation by the size of the total value of the consideration paid equal to 7.56 percent). The transactions are considered as a type 2 transaction having a value of more than 15 percent but lower than 50 percent in accordance with the Acquisition and Disposal Rule. Accordingly, the Company has a duty to disclose the information memorandum of such transactions to the Stock Exchange of Thailand and to send the information memorandum of such transactions to its shareholders within 21 days after disclosing to the Stock Exchange of Thailand.



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## 5. Details of the Acquired Assets

### 5.1 Acquired Assets

872,370 Ordinary shares in Hero Experience newly issued and acquired, with the par value Baht 100 per share, representing 32.5 percent of the registered capital of Hero Experience (after the subscription of newly issued shares and the purchase of shares from an existing shareholder).

### 5.2 General Information

#### (1) Overview of Hero Experience

Name	: Hero Experience Co., Ltd.
Address of Principal Office	: 48/27 Soi Rungrueng, Ratchadapisek Road, Sam Sen Nork Sub-district, Huai Khwang District, Bangkok
Nature of Business	: Engaging in amusement park and water park business
Registration Number	: 0105559027285
Date of Registration	: February 15, 2016
Registered Capital	: Baht 127,500,000
Paid-up Capital	: Baht 127,500,000

#### (2) Board of Directors of Hero Experience

1. Mr. Surakiat Thianthong
2. Mr. Noppadon Jason Jeerasant
3. Mr. Wit Waitoonkiat





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(3) Shareholding structure

Shareholders prior to entering into the transaction

Shareholders of Hero Experience as of 10 August 2017

#	Shareholders	Number of Shares	Paid-up Capital (Baht)	Shareholding (Percent)
1	Mr. Surakiat Thienthong	201,315	20,131,500.00	15.79
2	Mr. Surachart Thienthong	201,315	20,131,500.00	15.79
3	Mr. Wit Waitoonkiat	201,316	20,131,600.00	15.79
4	Mrs. Jitra Tosaksit	201,316	20,131,600.00	15.79
5	Mr. Anurak Thienthong	201,316	20,131,600.00	15.79
6	Mr. Noppadol Jason Jirasant	100,658	10,065,800.00	7.89
7	Mrs. Sunattha Bodhinbhakdikul	100,658	10,065,800.00	7.89
8	Travel Channel Agency Co., Ltd.	67,106	6,710,600	5.26
		1,275,000	122,500,000	100.00

Shareholders after entering into the Subscription of Newly Issued Shares Transaction

#	Shareholders	Number of Shares	Shareholding (Percent)	Paid-up Capital (Baht)	Premium (Baht)
1	Mr. Surakiat Thienthong	201,315	7.50	20,131,500.00	
2	Mr. Surachart Thienthong	201,315	7.50	20,131,500.00	
3	Mr. Wit Waitoonkiat	201,316	7.50	20,131,600.00	
4	Mrs. Jitra Tosaksit	201,316	7.50	20,131,600.00	
5	Mr. Anurak Thienthong	201,316	7.50	20,131,600.00	
6	Mr. Noppadol Jason Jirasant	100,658	3.75	10,065,800.00	
7	Mrs. Sunattha Bodhinbhakdikul	100,658	3.75	10,065,800.00	
8	Travel Channel Agency Co., Ltd.	67,106	2.50	6,710,600.00	
9	Demeter Corporation PLC.	805,264	30.00	80,526,400.00	189,473,600.00



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#	Shareholders	Number of Shares	Shareholding (Percent)	Paid-up Capital (Baht)	Premium (Baht)
10	Mr. Niti Nuengchamnong*	536,843	20.00	53,684,300.00	126,315,700.00
11	Mr. Niti Nuengchamnong	67,105	2.50	6,710,500.00	15,789,500.00
		2,684,212	100.00	268,421,200.00	331,578,800.00

\*The shareholder no.10, Mr. Niti Nerngchamnong (or the person appointed by Mr. Niti Nerngchamnong), any appointed name list of the shareholders and subscribed numbers of shares change will be further informed by next week.

Shareholders after entering into the Acquisition of Shares in Hero Experience Transaction

#	Shareholders	Number of Shares	Shareholding (Percent)	Paid-up Capital (Baht)	Premium (Baht)
1	Mr. Surakiat Thienthong	201,315	7.50	20,131,500.00	
2	Mr. Surachart Thienthong	201,315	7.50	20,131,500.00	
3	Mr. Wit Waitoonkiat	201,316	7.50	20,131,600.00	
4	Mrs. Jitra Tosaksit	201,316	7.50	20,131,600.00	
5	Mr. Anurak Thienthong	201,316	7.50	20,131,600.00	
6	Mr. Noppadol Jason Jirasant	100,658	3.75	10,065,800.00	
7	Mrs. Sunattha Bodhinbhakdikul	100,658	3.75	10,065,800.00	
8	Travel Channel Agency Co., Ltd.	0	0	0	
9	Demeter Corporation PLC.	872,370	32.50	87,237,000.00	189,473,600.00
10	Mr. Niti Nuengchamnong*	536,843	20.00	53,684,300.00	126,315,700.00
11	Mr. Niti Nuengchamnong	67,105	2.50	6,710,500.00	15,789,500.00
		2,684,212	100.00	268,421,200.00	331,578,800.00

(4) Summary of financial status

Financial information as of December 31, 2016 of Hero Experience, which has been audited by its auditor, are as follows:



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Statement of Financial Position (Baht)

Items	31 December 2016
<b>Assets</b>	
Cash and cash equivalents	198,674.01
Other current assets	36,995.84
<b>Total current assets</b>	<b>235,669.85</b>
Deposit	35,244,000.00
<b>Total non-current assets</b>	<b>35,244,000.00</b>
<b>Total assets</b>	<b>35,479,669.85</b>
<b>Liabilities and shareholders' equity</b>	
<b>Liabilities</b>	
Trade and other current payables	65,975.77
<b>Total current liabilities</b>	<b>65,975.77</b>
Long-term borrowings	33,000,000.00
<b>Total non-current liabilities</b>	<b>33,000,000.00</b>
<b>Total Liabilities</b>	<b>33,065,975.77</b>
<b>Shareholder's equity</b>	
Registered capital	5,000,000
Issued and paid-up capital – ordinary shares	5,000,000
Profit (loss)	(2,5286,305.92)
<b>Total shareholders' equity</b>	<b>2,413,694.08</b>
<b>Total liabilities and shareholders' equity</b>	<b>35,479,669.85</b>



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Statement of Profit and Loss (Baht)

Items	31 December 2016
Revenue	1,347.66
Operating expenses	
Operating expenses	2,587,653.58
Total Expenses	2,587,653.58
OPERATING INCOME (LOSS)	(2,586,305.92)

6. Total value of consideration

The total subscription price for the 805,264 newly issued shares in Hero Experience will not exceed Baht 270,000,000. The total purchase price for the acquisition of 67,106 ordinary shares in Hero Experience will not exceed Baht 10,000,000. The total price for the Share Acquisition Transaction will not exceed Baht 280,000,000. Such consideration is conditional upon the satisfactory completion of the legal due diligence.

7. Value of the purchased assets

The assets to be acquired by the Company are Shares of Hero Experience equivalent to 32.5 percent of the registered capital of Hero Experience, which do not confer the control power to the Company

- 872,370 ordinary shares in Hero Experience, representing 32.5 percent of the registered capital of Hero Experience.
- 32.5 percent rights to dividend payment from the business operation.
- 32.5 percent voting rights.
- 32.5 percent ownership and economic interest in Hero Experience.



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บริษัท ดีมีเตอร์ คอร์ปอเรชั่น จำกัด (มหาชน)

**Demeter Corporation Public Company Limited**

เลขที่ 191/43 อาคารซีทีไอ ทาวเวอร์ ชั้น 21 ถนนรัชดาภิเษก แขวงคลองเตย เขตคลองเตย กรุงเทพฯ 10110

โทรศัพท์ 0 2204 2601 โทรสาร 0 2204 2616

191/43 CTI Tower 21<sup>st</sup> Floor, Ratchadapisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok, 10110

Tel. 0 2204 2601 Fax. 0 2204 2616

8. Criteria to determine the value of consideration

The Company appointed the Sims Property Consultant Co., Ltd. (the “Sims”), the independent valuer, to verify financial status and evaluate the assets of Hero Experience. Sims based its evaluation on the Discounted Cash Flow Approach, assuming that the business has been operating for 9 years, with 1,200,000 users and expecting to generate at least Baht 1,000,000,000 in revenue annually. Hero Experience will have profit approximately Baht 2,616,000,000 or Baht 974.5877 per share. The Company will acquire and subscribe shares at total of 32.5 percent of the registered capital of Hero Experience, equivalent to Baht 850,200,000. The investment structure will be divided in to 2 ways, at total of 872,370 shares, equivalent to 32.5 percent of the registered capital of Hero Experience with total price of Baht 280,000,000.

The value of consideration is determined by agreement between the Company and the Seller for total of Baht 280,000,000, which the Company has evaluate in accordance with international valuation standard. The Company views that the discounted cash flow basis is the most appropriate method for assessing the value of Hero Experience. As a result of feasibility study, the Company will execute the transaction by aiming that such investment will provide reasonable return from the investment at the equity internal rate of return (EIRR) of not less than 20 percent.

9. Expected benefit

Based on statistics of foreign tourists from the Department of Tourism in 2016, there are approximately 32 million foreign tourists, which has increased up to 45 percent or 10 million in the past 5 years and is still growing.

The Company aims the rapid growth so that it is interested to invest in the tourist business which is one of the outstanding business and one of the development plan to develop digital innovation business. In addition, Hero Experience Co., Ltd. plans to develop the Marvel Experience Theme Attraction (“TMX”) which is the hyper reality experiences to be a S.H.I.E.L.D agent and more than 20 Marvel characters. Therefore, HE requires additional capital for the construction and its working capital.

For 78 years, Marvel characters are globally popular, which was created since May 1939 with many famous characters such as Captain America, Iron Man, Spiderman, Black widow, Wolverine and the Hulk, etc. In 1999, Marvel produced the first movie, ‘Iron Man’, generating revenues of



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approximately USD 263 Million, attracting Walt Disney to acquire Marvel in December 31, 1999 with the value of USD 4,300 million. Marvel has continued to produce many more successful movies, proving its strength in this industry.

The location comprises of 12,935 Square Meters having capacity for up to 10,950 tourists per day. Mega Bangna is now the largest shopping complex in Bangna area. Currently, there are more than 40 Million customers visiting Mega Bangna and the number is increasing continuously at the 10 percent per year. Mega Bangna has a development plan to expand the mall, "Mega City", to increase parking area, Entertainment, leisure, sport and education zones, and hotel. This will enhance the Marvel Experience.

In respect of tourism promotion policy of the government, it is aimed to generate up to THB 3 trillion from Thai and foreign tourists in 2018. The 'Amazing Thailand Tourism Year 2016' Program has been launched from November 1, 2017 to January 1, 2019. The Government has used this Program to create more tourism areas and provide more options for tourists.

Considering the support from the government for the project, the Minister and the permanent secretary of the Ministry of Tourism and Sports and the Tourism Authority of Thailand agree to support the TMX project. This is because it will create the "FamilyAttraction" in the area of Bangkok.

Hyperreality Experience will be provided in 7 domes and each dome will have different activities. Customers will have to purchase tickets. Timing activity in each dome is 8 minutes in average within the area of 12,935 Square Meters, hosting maximum of 10,950 customers per day.

In carrying on TMX Business, core revenues will be generated in 4 categories:

1. Revenue from ticket sales
2. Revenue from toys and souvenir
3. Revenue from food and beverages
4. Revenue from sponsorship and other barter systems

Given the above, the Company expects that Hero Experience will make the great profit in the future.



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10. Source of fund

The fund used for payment in Share Acquisition Transaction for total price of Baht 280,000,000 will be from working capital of the Company.

11. Conditions precedent to completion of the transactions

Conditions precedent in Share Acquisition Transaction with Hero Experience will be in according to the Share Purchase Agreement

12. Opinion of the Company's Board of Directors on entering into the transaction

In approving the Share Acquisition Transaction, the Board of Directors of the Company is of the opinion that the acquisition of shares is reasonable and benefitting the Company and its shareholders in accordance with the reasons stipulated in Clause 9. Moreover, such Share Acquisition Transaction will also continuously generate a return on investment, profit, growth of assets, profits and cash flow to the Company and shareholders in a long-term period.

13. Opinion of the Audit Committee and/or the directors of the Company which is different from the opinion of the Board of Directors

None of the members of the audit committees nor directors of the Company has different opinion from the Board of Directors' opinion.

The company hereby certified that the information of this report is accurate and complete in all respects.

Please be informed accordingly

Sincerely Yours,

*-Signature-*

(Mr. Teerawit Charuwat)

Director and Chief Executive Officer