



Nation Multimedia Group Public Co., Ltd.

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13 November 2018

Subject: Entering into the Transaction of Disposing Land and Buildings, Amphoe Mueang Khon Kaen, Khon Kaen

To: Director and Manager
The Stock Exchange of Thailand

Enclosure: Information Memorandum on the Asset Disposal, Schedule 1 of Nation Multimedia Group Public Company Limited

The Board of Directors meeting of Nation Multimedia Group Public Company Limited (the "**Company**") No. 13/2018, held on 13 November 2018, has unanimously resolved for the Company to dispose 2 plots of land title deed no. 57894 and 61177, Tambon Mueang Kao, Amphoe Mueang Khon Kaen, Khon Kaen, with the total land area of 309 square wah, together with a buildings at No. 67 Moo 8, Lao Nadee Road, Tambon Mueang Kao, Amphoe Mueang Khon Kaen, Khon Kaen ("**Land and Buildings**") to NML Co., Ltd. ("**NML**") at Baht 12,000,000.

In this regard, the Board of Directors meeting assigned the executive committee or Chief Executive Officer to be authorized to perform any actions related to the disposal of Land and Buildings to NML, including to sign and negotiate terms and other details in land and buildings sale and purchase agreement, application forms for permission and other evidence related to the disposal of Land and Buildings, as well as to contact and file the application for permission to the Department of Lands, Land Office or any other relevant agencies, to perform any actions necessary and appropriate, as well as to sub-delegate for the purpose of completing the disposal of Land and Buildings.

The Company will sign the land and buildings sale and purchase agreement with NML. The Company agrees to register the transfer of ownership of the Land and Buildings under this agreement to NML at the authorized land office within 25 December 2018.

The transaction mentioned above is considered as a disposal of assets in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 (2008) Re: Rule on Entering into Material Transactions Deemed as Acquisition or Disposal of Asset dated 31 August 2008 (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 Acquisition or Disposal of Asset B.E. 2547 (2004) dated 29 October 2004 (as amended) (the "**Notification on Acquisition or Disposal of Assets**"). The highest transaction value equals 0.31 percent based on the value of

consideration basis. The highest transaction value is derived from this method of calculation, whereby the calculation is based on the Company's reviewed consolidated financial statements for the 3-month period as of 31 March 2018. When combining with the transactions of disposal of asset during the period of six months prior to the date on which the Company's Board of Directors has approved to dispose the Land and Buildings, comprising 2 transactions, i.e. (1) the transaction of the disposal of all investments in Nation U Company Limited, having the highest transaction value of 45.04 percent based on the net tangible asset basis, calculated from the Company's reviewed consolidated financial statements as of 30 September 2017, and (2) the transaction of the disposal of all investments in NML, having the highest transaction value of 1.82 percent based on the value of consideration basis, calculated from the Company's reviewed consolidated financial statements for 9-month period as of 30 September 2017. Therefore, the entering of transaction when combined with the transaction entered into in the period of 6 months prior to the date that the Company's Board of Directors resolved to approve the disposal of Land and Buildings have the total highest transaction value of 45.04 percent based on the net tangible asset basis, being considered as a Class 2 transaction under the Notification on Acquisition or Disposal of Assets. As a result, the Company is required to immediately disclose the information memorandum on entering into such transaction to the SET and send a circular letter to the shareholders of the Company within 21 days from the date on which the information memorandum on entering into such transaction is disclosed to the SET.

The details of such transaction appear in the enclosed Information Memorandum on the Asset Disposal, Schedule 1 of Nation Multimedia Group Public Company Limited (Enclosure).

Please be informed accordingly.

Yours sincerely,

Nation Multimedia Group Public Company Limited

(Mr. Somchai Meesen)

Chief Executive Officer

**Information Memorandum on the Asset Disposal, Schedule 1 of
Nation Multimedia Group Public Company Limited**

The Board of Directors' Meeting of Nation Multimedia Group Public Company Limited (the "**Company**") No. 13/2018, held on 13 November 2018 has a resolution for the Company to dispose 2 plots of land title deed no. 57894 and 61177, Tambon Mueang Kao, Amphoe Mueang Khon Kaen, Khon Kaen, with the total land area of 309 square wah, together with a buildings at No. 67 Moo 8, Lao Nadee Road, Tambon Mueang Kao, Amphoe Mueang Khon Kaen, Khon Kaen ("**Land and Buildings**") to NML Co., Ltd. ("**NML**" or "**Purchaser**") at Baht 12,000,000.

The transaction mentioned above is considered as a disposal of assets in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 (2008) Re: Rule on Entering into Material Transactions Deemed as Acquisition or Disposal of Asset dated 31 August 2008 (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 Acquisition or Disposal of Asset B.E. 2547 (2004) dated 29 October 2004 (as amended) (the "**Notification on Acquisition or Disposal of Assets**"). The highest transaction value equals 0.31 percent based on the value of consideration basis. The highest transaction value is derived from this method of calculation, whereby the calculation is based on the Company's reviewed consolidated financial statements for 3-month period as of 31 March 2018. When combining with the transaction of disposal of asset during the period of six months prior to the date on which the Company's Board of Directors has approved to dispose the Land and Buildings, comprising 2 transactions, i.e. (1) the transaction of the disposal of all investments in Nation U Company Limited, having the highest transaction value of 45.04 percent based on the net tangible asset basis, calculated from the Company's reviewed consolidated financial statements as of 30 September 2017, and (2) the transaction of the disposal of all investments in NML, having the highest transaction value of 1.82 percent based on the value of consideration basis, calculated from the Company's reviewed consolidated financial statements for 9-month period as of 30 September 2017. Therefore, the entering of transaction when combined with the transaction entered into in the period of 6 months prior to the date that the Company's Board of Directors resolved to approve the disposal of Land and Buildings have the total highest transaction value of 45.04 percent based on the net tangible asset basis, being considered as a Class 2 transaction under the Notification on Acquisition or Disposal of Assets. As a result, the Company is required to immediately disclose the information memorandum on entering into such transaction to the SET and send a circular letter to the shareholders of the Company within 21 days from the date on which the information memorandum on entering into such transaction is disclosed to the SET.

Therefore, the Company would like to disclose the details of the transaction as prescribed by the Notification on Acquisition or Disposal of Assets as follows:

1. Day/month/year in which the transaction occurs

The Company will sign the land and buildings sale and purchase agreement within 25 December 2018 in accordance with the resolution of the Board of Directors No. 13/2018 of the Company, held on 13 November 2018.

2. Involved parties and relationships between the parties

Land and Buildings Sale and Purchase Agreement	
Seller	The Company
Purchaser	NML, which is not a connected person of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 (2008) Re: Rules on Connected Transactions dated 31 August 2008 (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, dated 19 November 2003 (as amended) (collectively, the “ Notifications on Connected Transactions ”).
Detail of the asset to be disposed of	2 plots of land title deed no. 57894 and 61177, Tambon Mueang Kao, Amphoe Mueang Khon Kaen, Khon Kaen, with the total land area of 309 square wah, together with a buildings at No. 67 Moo 8, Lao Nadee Road, Tambon Mueang Kao, Amphoe Mueang Khon Kaen, Khon Kaen
Selling price	Baht 12,000,000
The transfer of ownership	The Company agrees to register the transfer of ownership of the land and buildings under this agreement to NML at the authorized land office by 25 December 2018. NML has the right to use Land and Buildings under this agreement only after the transfer of ownership registration.

3. General characteristics of the transaction and transaction value and details of the asset disposal

3.1 General Characteristics

The Company will dispose 2 plots of land title deed no. 57894 and 61177, Tambon Mueang Kao, Amphoe Mueang Khon Kaen, Khon Kaen, with the total land area of 309 square wah, together with a buildings at No. 67 Moo 8, Lao Nadee Road, Tambon Mueang Kao, Amphoe Mueang Khon Kaen, Khon Kaen at the price of Baht 12,000,000.

3.2 Calculation of transaction value

The calculation under the Notification on Acquisition or Disposal of Assets based on the latest reviewed consolidated financial statements of the Company for 3-month period as of 31 March 2018 has the details as follows:

1. Net Tangible Asset Criteria

Cannot be calculated since this is the transaction of the disposal of land and buildings

2. Net Profits from Normal Operation Criteria

Cannot be calculated since this is the transaction of the disposal of land and buildings

3. Total Value of Consideration Criteria

$$\text{Total Value of Consideration} = \frac{\text{(Paid or received transaction value x 100)}}{\text{Total asset of the listed company}}$$

$$\text{Paid or Received Transaction Value} = \text{Purchase and sale price}$$

$$= 12.00$$

$$\text{Total Value of Consideration} = \frac{12.00 \times 100}{3,917.69}$$

$$= 0.31\%$$

4. Value of Securities Issued as Consideration for the Acquisition of the Asset Criteria

Cannot be calculated, as this is the transaction of the disposal of land and buildings.

From the calculation of the transaction value above, the highest transaction value equals 0.31 percent under the value of consideration basis. The highest transaction value is derived from this method of calculation, whereby the calculation is based on the Company's reviewed consolidated financial statements for the 3-month period as of 31 March 2018. When combining with the transactions of disposal of asset during the period of six months prior to the date on which the Company's Board of Directors has approved to dispose the Land and Buildings, comprising 2 transactions, i.e. (1) the transaction of the disposal of all investments in Nation U Company Limited, having the highest transaction value of 45.04 percent based on the net tangible asset basis, calculated from the Company's reviewed consolidated financial statements as of 30 September 2017, and (2) the transaction of the disposal of all investments in NML, having the highest transaction value of 1.82 percent based on the value of consideration basis, calculated from the Company's reviewed consolidated financial statements for 9-month period as of 30 September 2017. Therefore, the entering of transaction when combined with the transaction entered into in the period of 6 months prior to the date that the Company's Board of Directors resolved to approve the disposal of Land and Buildings have the total highest transaction value of 45.04 percent based on the net tangible asset basis, being considered as a Class 2 transaction under the Notification on Acquisition or Disposal of Assets. As a result, the Company is required to immediately disclose the information memorandum on entering into such transaction to the SET and send a circular letter to the shareholders of the Company within 21 days from the date on which the information memorandum on entering into such transaction is disclosed to the SET.

3.3 Rationale and background of the transaction

Currently, the Company encounters the situation of the lack of financial liquidity and the cash flow for debt repayment and business operation, as the Company has continuous

loss. Thus, the Company considers the business restructure of the Company's group, whereby the Company considers the disposal of assets, which does not impact the core business operation, and the Company does not need to rely or use disposed assets. The Company will focus on its core business consisting of printing, relevant events hosting, content creation and television media business, all of which are the businesses that the Company has experience and expertise in. Thus, the Company considers disposing Land and Buildings since such Land and Buildings do not have a very large area, and the Company does not optimize the use of it. Such disposal of assets does not have significant impact on the Company's core business. Also, the disposal of Land and Buildings will help the Company have cash flow to repay the debt within the time specified, which will reduce the burden on interest expenses and increase the financial liquidity of the Company to be used as working capital.

4. Description of asset to be disposed of

Details of Land and Buildings are as follows:

Characteristics of asset	2 plots of land title deed no. 57894 and 61177, Tambon Mueang Kao, Amphoe Mueang Khon Kaen, Khon Kaen, with the total land area of 309 square wah, together with a buildings comprising an office building with 2 floors and a warehouse with 1 floor, the total area of which is 709.60 square meters.
Location	No. 67 Moo 8, Lao Nadee Road, Tambon Mueang Kao, Amphoe Mueang Khon Kaen, Khon Kaen
Document of right	The land title deed No. 57894, Land no. 272, area 180.30 square wah The land title deed No. 61177, Land no. 271, area 128.70 square wah
Legal rights	Absolute ownership
Liability	No any liability with financial institutions
The use prior to the disposal	Used as an office and a warehouse (Transport business)

5. Total value of consideration

The Company will dispose Land and Buildings to NML at Baht 12,000,000.

6. Criteria to determine total value of consideration

The sale of Land and Buildings to NML at the price of Baht 12,000,000 is the price and terms negotiated between the Purchaser or NML and the Company, together with the valuation of Land and Buildings from a valuer approved by the Securities and Exchange Commission ("SEC").

The value of consideration is derived from the price negotiated between the Purchaser or NML, compared with the market value and the forced sale value of Land and Buildings

that are appraised by Prospec Appraisal Company Limited, which is a valuer approved by the SEC. The value of consideration falls between the market value and the forced sale value appraised or equal to Baht 10.311 – 14.740 million. Such value of consideration is higher than the book value from the Company's financial statements and the cost that the Company obtained the Land and Buildings. Although the price from negotiation with NML in this transaction is lower than the appraised market value or equal to Baht 14.74 million, during the beginning of this year the Company asked for approval of the disposal of Land and Buildings from the Extraordinary General Meeting of Shareholders No. 1/2018, held on 28 February 2018, whereby the "basic price" used for the tender is Baht 14.84 million, which is the price close to the appraised market value. The Company has attempted to proceed with the tender to sell such assets for 2 times during March and April 2018, but no one was interested in sending a tender for such assets, which results in the Company's need to have the resolution of Extraordinary General Meeting No. 2/2018, held on 19 June 2018 to approve the cancellation of the disposal of assets under resolution in Agenda 3 of the Extraordinary General meeting No. 1/2018, held on 28 February 2018 since in practice, the "basis price" approved in the Agenda 3 of the Extraordinary General meeting No. 1/2018 is not consistent with the market conditions of the assets at the time of tender.

The Board of Directors has considered and opined that the determination of such price is appropriate for the Company to be able to dispose the assets at the price consistent with the market and industry conditions in the economic downturn. In addition, the Company has a need to use such cash flow to repay debt which would help reduce the burden from interest expenses and for working capital that will allow the Company to continuously operate its business. In addition, the disposal of such assets is to reduce the assets that have low level of liquidity and are not used efficiently, and the disposal of such assets does not have a significant impact on the Company's business operation. Even when the Company needs to use a space, the Company can still lease a space with a proper size for its operation.

7. Expected benefits to the Company from the asset disposal

- 7.1 This asset disposal will help reduce the debt of the Company, making the Company able to repay the debt at the specified date and operate business continuously. Currently, the Company has debts with interest with the financial institutions and short-term loans in the amount of approximately Baht 1,337.59 million. The Company will use the proceeds received from this transaction to repay the short-term loan from bill of exchange and for working capital
- 7.2 This asset disposal will help reduce the risk from managing capital structure, making the Company receive working capital available for the demand of cash flow in a timely manner
- 7.3 This asset disposal will also help reduce the high-rate interest expenses since the Company can use the proceeds received from the disposal of assets to repay the debts.
- 7.4 The Company will have gains from the sale of assets in the amount of approximately Baht 9.50 million since the Company disposed the Land and Buildings at the price higher than the cost the Company obtained such Land and Buildings.
- 7.5 Currently NML is the lessee of the land and space in the building in the Land and Buildings on a monthly basis, equal to approximately 58 percent of the total space of Land and Buildings from the Company, and NMG only utilizes the Land

and Buildings in some parts. In this regard, the Company has considered that it can only utilize Land and Buildings in small parts, i.e. the Company partially utilizes some office space.

8. Plans for utilizing the proceeds from the asset disposal

Proceeds received from the disposal of Land and Buildings to NML would be used to repay the short-term liability of the Company since the Company has short-term loan in the amount of Baht 1,337.59 million and still has a liability from the license of digital television in the amount of Baht 1,499.00 million. In this regard, the Company would be able to repay debt in a specified date and reduce the debt burden from high-rate interest expenses from such debt.

In addition, the Company may use the remaining proceeds as working capital to increase the financial liquidity of the Company's core business that the Company has expertise in and consistent with the Company's policy, i.e. printing media, organizing of relevant activities, production of the contents, television media, and the production of the program contents, including the relevant businesses that have the potential to grow and support the main business of the Company, for the Company to be able to continuously operate.

9. Condition for the entering into the transaction

This entering into the transaction is considered as a Class 2 disposal of listed company's assets under the Notification on Acquisition or Disposal of Assets. After the Company has obtained approval from the meeting of Board of Directors No. 13/2018, held on 13 November 2018, the Company is required to immediately disclose the information memorandum on entering into such transaction to the SET and send a circular letter to the shareholders of the Company containing the minimum information as required by the Notification on Acquisition or Disposal of Assets within 21 days from the date on which the information memorandum on entering into such transaction is disclosed to the SET.

The Company will sign the land and buildings sale and purchase agreement with NML and the Company agreed to register the transfer of ownership of Land and Buildings under this agreement to NML at an authorized Land Office within 25 December 2018

10. Opinion of the Board of Directors on the entering into the transaction

The meeting of the Board of Directors No. 13/2018, held on 13 November 2018, has carefully considered this transaction, by considering the conditions of the transaction, the appropriateness of the sale value and the ability to repay of the Purchaser and viewed that NML which is a subsidiary of Single Point Parts (Thailand) Public Company Limited, the company listed on the SET, is reliable and financially stable and has the ability to make payment under the specified conditions. Also, on 18 October 2018, NML signed and sent the letter to express its intention to purchase Land and Buildings at Baht 12,000,000 to the Company, expressing its intention to sign the land and buildings sale and purchase agreement, make payment and register the transfer of ownership within 25 December 2018. Therefore, the Board of Directors has an opinion that the entering into the transaction is appropriate and for the benefits of the Company and the shareholders, and under reasonable conditions.

In addition, the Board of Directors has considered and opined that currently NML is the lessee of the land and space in the building in the Land and Buildings on a monthly basis, equal to approximately 58 percent of the total space of Land and Buildings from the Company, and NMG only utilizes the Land and Buildings in some parts. In this regard, the

Company has considered that it can only utilize Land and Buildings in small parts, i.e. the Company partially utilizes some office space. The disposal of Land and Buildings to NML does not have an impact on the Company's business operation, and also would reduce the debt burden of the Company, making the Company able to repay the debt at a specified time and operate business continuously, as well as reduce the risks from managing the capital structure, resulting in working capital available for the demand to use cash flow of the Company in a timely manner.

11. Opinion of the Audit Committee and/or opinion of the director which is different from the opinion of the Board under Clause 10

All directors of the Company have the same opinions as specified in the Board of Directors' resolution above (unanimity) and no audit committee member has an opinion different from such Board's resolution.

The Board of Directors certifies that all information contained in this Information Memorandum is true, complete and accurate in all respects.

Please be informed accordingly.

Yours sincerely,

(Mr. Somchai Meesen)
Chief Executive Officer