



Nation Multimedia Group Public Co., Ltd.

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8 July 2019

Subject: The entering into the transaction of requesting to return a license to use the spectrum and operate a television business of the subsidiary of the Company (Spring 26 Company Limited), the appointment of the independent financial advisor, the determination of the date of the Extraordinary General Meeting of Shareholders No. 1/2019, and the determination of the date on which the names of recorded shareholders are entitled to the right to attend the Extraordinary General Meeting of Shareholders No. 1/2019 (Record Date)

To: Director and Manager
The Stock Exchange of Thailand

Enclosure: Information Memorandum on the Disposal of Assets (Schedule 1) of Nation Multimedia Group Public Company Limited

The Board of Directors' meeting No. 9/2019 of Nation Multimedia Group Public Company Limited ("**Company**") held on 8 July 2019 (the "**Meeting**") resolved on the significant matters as follows:

1) The Meeting unanimously resolved to approve to propose to the shareholders' meeting to consider approving Spring 26 Company Limited (formerly known as Bangkok Business Broadcasting Company Limited), a subsidiary in which the Company holds 149,900,0002 ordinary shares with a par value of Baht 10 per share, equivalent to 99.9333 percent of total ordinary shares sold ("**Spring**"), which is the holder of a license to use the spectrum to provide digital terrestrial television services as a national business service type in a standard definition category, named as SPRING 26 Channel (formerly known as NOW26 Channel), effective from 25 April 2014 to 24 April 2029 ("**License**"), to return the License ("**Transaction of returning Spring's License**"). As Spring submitted the request for the Licence return to the Office of the National Broadcasting and Telecommunications Commission ("**NBTC**") on 10 May 2019, NBTC delivered the notification letter, dated 27 June 2019, regarding the result of consideration of the request for the return of the license to use the spectrum to provide digital terrestrial television services, stating an approval to return and discontinue the License, determining the service termination date on 16 August 2019 at 00.01 a.m. onwards. In addition, NBTC also approved the determination of remedial measures that Spring shall publicize remedial measures for service users as proposed by Spring for not less than 45 days prior to the date of service termination. Moreover, NBTC set compensation as a result of the License return in the amount of Baht 890.83 million, according to the Notification of Office of the National Broadcasting and Telecommunications Commission Re: Criteria, Procedures, and Conditions for Compensation as a Result of the Return of the License to Use the Spectrum to Provide Digital Television Services, issued on 2 May 2019, along with the Notification of the National Peace and Order Maintaining Council No. 4/2019 Re: the Measures to Solve Problems in the Operation of Television and Telecommunications Business, issued on 11 April 2019.

The entering into the Transaction of returning Spring's License is considered as the disposal of assets according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2008 Re: Criteria for Making Significant Transactions that are Considered as the Acquisition or Disposal of Assets, dated 31 August 2008 (including the amendments thereof) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: the Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547, dated 29 October 2004 (including the amendments thereof) ("**Notifications on Acquisition or Disposal of Assets**"). The highest transaction size is 27.23 percent according to calculation basis based on total value of consideration which is the basis giving the highest result of transaction. The outcome is calculated from the Company's consolidated financial statements in interim review version for the 9-month period, ended as at 30 September 2018 and the transactions on the disposal of assets during the 6-month period prior to the date on which the Company's Board of Directors unanimously approved in principal for Spring to submit the request for the Licence return to NBTC on 10 May 2019, comprising 3 transactions as follows:

(1) the transaction of the disposal of all investments in WPS (Thailand) Company Limited, having the highest transaction size of 13.99 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 6-month period, ended as at 30 June 2018;

(2) the transaction of the disposal of land and buildings in Khonkaen, having the highest transaction size of 0.37 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 9-month period, ended as at 30 September 2018; and

(3) the transaction of the disposal of 3 plots of land and buildings on Debaratna Road, Samutprakan, having the highest transaction size of 10.13 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 9-month period, ended as at 30 September 2018.

Therefore, the combination between the Transaction of returning Spring's License and the transactions on the disposal of assets during the 6-month period prior to the date on which the Company's Board of Directors unanimously approved in principal for Spring to submit the request for the Licence return to NBTC on 10 May 2019 results in the total highest transaction size of 51.72 percent according to calculation basis based on value of consideration, considered as a Class 1 transaction under the Notifications on Acquisition or Disposal of Assets imposing the volume of transactions equivalent or higher than 50 percent but less than 100 percent.

Consequently, the Company is required to make a report, disclose the information memorandum on the entering into such transaction to the Stock Exchange of Thailand ("**SET**"), and convene the shareholders' meeting in order to obtain the approval for the entering into such transaction with the votes

of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote which the votes of people having vested interests are not counted. By that the Company shall deliver the invitation notice of the shareholders' meeting which contains the information at least as specified by the Notifications on Acquisition or Disposal of Assets, together with the opinion of the independent financial advisor approved by the Securities and Exchange Commission to the shareholders, not less than 14 days in advance prior to the date of the shareholders' meeting.

The details of such transactions are specified in the Information Memorandum on the Disposal of Assets (Schedule 1) of Nation Multimedia Group Public Company Limited. (Enclosure)

2) The Meeting unanimously resolved to approve the appointment of Capital Link Advisory Company Limited as an independent financial advisor responsible for giving opinions regarding the Transaction of returning Spring's License to the shareholders of the Company;

3) The Meeting unanimously resolved to approve to determine the date of the Extraordinary General Meeting of Shareholders No. 1/2019 to be held on 6 September 2019 at 13.30 p.m., at the Conference Room, 9th Floor (Room B), Interlink Tower, Debaratna Road, Bangna-Tai Sub-district, Bangna District, Bangkok with the agenda as follows:

Agenda 1 To adopt the minutes of the 2019 Annual General Meeting of Shareholders held on 26 April 2019

Agenda 2 To approve the subsidiary of the Company (Spring 26 Company Limited) to return the license to use the spectrum to provide digital television services, named as SPRING 26 Channel

Agenda 3 Any other business (if any)

4) The Meeting unanimously resolved to approve to determine the date on which the shareholders recorded are entitled to the right to attend the Extraordinary General Meeting no. 1/2019 (Record Date) to be held on 9 August 2019 (Record Date).

In addition, the Board of Directors' meeting of the Company resolved to approve to confer the power upon the executive committee or chief executive officer or persons authorized by the executive committee or chief executive officer to have an authority regarding the determination and alteration of the date, time, and venue of the Extraordinary General Meeting of Shareholders No. 1/2019, including alteration and/or addition of the agendas of the Extraordinary General Meeting of Shareholders No. 1/2019 and/or alteration of the date on which the shareholders recorded are entitled to the right to attend the Extraordinary General Meeting no. 1/2019 (Record Date) as appropriate and necessary with the scope of laws.

Please be informed accordingly.

Sincerely yours,

Nation Multimedia Group Public Company Limited

Mr.Somchai Meesen

Chief Executive Officer

**Information Memorandum on the Disposal of Assets (Schedule 1) of
Nation Multimedia Group Public Company Limited**

The Board of Directors' meeting No. 9/2019 of Nation Multimedia Group Public Company Limited ("**Company**") held on 8 July 2019 unanimously resolved to approve to propose to the shareholders' meeting to consider approving Spring 26 Company Limited (formerly known as Bangkok Business Broadcasting Company Limited), a subsidiary in which the Company holds 149,900,0002 ordinary shares with a par value of Baht 10 per share, equivalent to 99.9333 percent of total ordinary shares sold ("**Spring**") and a company licensed to use the spectrum to provide digital terrestrial television services as a national business service type in a standard definition category, named as SPRING 26 Channel (formerly known as NOW26 Channel), effective from 25 April 2014 to 24 April 2029 ("**License**"), to return the License ("**Transaction of returning Spring's License**"). As Spring submitted the request for the License return to the Office of the National Broadcasting and Telecommunications Commission ("**NBTC**") on 10 May 2019, NBTC delivered the notification letter, dated 27 June 2019, regarding the result of consideration of the request for the return of the license to use the spectrum to provide digital terrestrial television services, stating an approval to return and discontinue the License, determining the service termination date on 16 August 2019 at 00.01 a.m. onwards. In addition, NBTC also approved the determination of remedial measures that Spring shall publicize remedial measures for service users as proposed by Spring for not less than 45 days prior to the date of service termination. Moreover, NBTC set compensation as a result of the License return in the amount of Baht 890.83 million according to the Notification of Office of the National Broadcasting and Telecommunications Commission Re: Criteria, Procedures, and Conditions for Compensation as a Result of the Return of the License to Use the Spectrum to Provide Digital Television Services, issued on 2 May 2019 ("**Notification of NBTC on the Request for the License Return**"), along with the Notification of the National Peace and Order Maintaining Council No. 4/2019 Re: the Measures to Solve Problems in the Operation of Television and Telecommunications Business, issued on 11 April 2019 (Collectively called "**Rules on the License Return**").

The entering into the Transaction of returning Spring's License is considered as the disposal of assets according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2008 Re: the Criteria for Making Significant Transactions that are Considered as the Acquisition or Disposal of Assets, dated 31 August 2008 (including the amendments thereof) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: the Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547, dated 29 October 2004 (including the amendments thereof) ("**Notifications on Acquisition or Disposal of Assets**"). The highest transaction size is 27.23 percent according to calculation basis based on total value of consideration which is the basis giving the highest result of transaction. The outcome is calculated from the Company's consolidated financial statements in interim review version for the 9-month period, ended as at 30 September 2018 and the transactions on the disposal of assets during the 6-month period prior to the date on which the Company's

Board of Directors unanimously approved in principal for Spring to submit the request for the Licence return to NBTC on 10 May 2019, comprising 3 transactions as follows:

(1) the transaction of the disposal of all investments in WPS (Thailand) Company Limited, having the highest transaction size of 13.99 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 6-month period, ended as at 30 June 2018;

(2) the transaction of the disposal of land and buildings in Khonkaen, having the highest transaction size of 0.37 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 9-month period, ended as at 30 September 2018; and

(3) the transaction of the disposal of 3 plots of land and buildings on Debaratna Road, Samutprakan, having the highest transaction size of 10.13 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 9-month period, ended as at 30 September 2018.

Therefore, the combination between the Transaction of returning Spring's License and the transactions on the disposal of assets during the 6-month period prior to the date on which the Company's Board of Directors unanimously approved in principal for Spring to submit the request for the Licence return to NBTC on 10 May 2019 results in the total highest transaction size of 51.72 percent according to calculation basis based on value of consideration, considered as a Class 1 transaction under the Notifications on Acquisition or Disposal of Assets imposing the volume of transactions equivalent or higher than 50 percent but less than 100 percent.

Consequently, the Company is required to make a report, disclose the information memorandum on the entering into such transaction to the Stock Exchange of Thailand ("SET"), and convene the shareholders' meeting in order to obtain the approval for the entering into such transaction with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote which the votes of people having vested interests are not counted. By that the Company shall deliver the invitation notice of the shareholders' meeting which contains the information at least as specified by the Notifications on Acquisition or Disposal of Assets, together with the opinion of the independent financial advisor approved by the Securities and Exchange Commission ("SEC") to the shareholders, not less than 14 days in advance prior to the date of the shareholders' meeting.

The Company would like to disclose the information for the entering into such transaction as follows:

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

Spring submitted the request for the Licence return to NBTC on 10 May 2019 and NBTC delivered the notification letter, dated 27 June 2019, regarding the result of consideration of the request for the return of

the license to use the spectrum to provide digital terrestrial television services, approving the return and discontinuance of the License, the determination of the date of service termination which is on 16 August 2019 at 00.01 a.m. onwards, and the determination of remedial measures for service users. In addition, NBTC also set compensation as a result of the License return in the amount of Baht 890.83 million. As such, Spring shall receive such compensation within 60 days from the date of service termination.

2. Related parties and their relationships with the listed company

A person approving the License return : NBTC

A person returning the License : Spring which is a subsidiary of the Company

Relationship with the listed company : None

3. General characteristics of the transaction and size of the transaction and the details of the transaction on the disposal of assets

3.1. General characteristics of the transaction

As NBTC issued the Notification of NBTC on the Request for the License Return in pursuant to the Notification of the National Peace and Order Maintaining Council No. 4/2019 Re: the Measures to Solve Problems in the Operation of Television and Telecommunications Business, issued on 11 April 2019 and approved the return and discontinuance of the License, the determination of the date of service termination which is on 16 August 2019 at 00.01 a.m. onwards, and the determination of remedial measures for service users to be implemented by Spring according to the notification letter, dated 27 June 2019, regarding the result of consideration of the request for the return of the license to use the spectrum to provide digital terrestrial television services,

Spring shall still be required to provide television service as permitted via SPRING 26 Channel until 16 August 2019 at 00.01 a.m. which is the termination date of providing digital terrestrial television services according to the License. Moreover, Spring shall also implement remedial measures for service users as proposed by publicizing the date of service termination of SPRING 26 Channel, for the purpose of acknowledging service users, consumers, audiences, and the general public, via SPRING 26 Channel and other media for not less than 45 days prior to the date of service termination.

In this regard, Spring shall receive compensation as a result of the License return in the amount of Baht 890.83 million within 60 days from the date of service termination. However, Spring has not completely paid the fourth installment of license fee according to the Notification of Office of the National

Broadcasting and Telecommunications Commission Re: Criteria, Procedures, and Conditions for the bid for the spectrum to provide digital terrestrial television services as a national business service type B.E. 2556 (“Notification of NBTC on the Bid for the Spectrum”) in the amount of Baht 215.07 million (including VAT), thus compensation as a result of the License return shall be deducted by the outstanding license fee. The residual compensation, after a deduction of license fee, equals to Baht 675.76 million.

3.2. Calculation of the transaction size

The details of the calculation of transaction size pursuant to the Notifications on Acquisition and Disposal of Assets, based on the interim consolidated financial statements for the 9-month period, ended as at 30 September 2018 which had been reviewed by the certified auditors of the Company are as follows:

1. Net Tangible Assets (NTA) Criteria

Cannot be calculated since the net tangible asset of the Company is negative.

2. Net Operating Profits Criteria

Cannot be calculated since the net profit of the Company is negative.

3. Total Value of Consideration Criteria

Total value of consideration = $\frac{\text{Value of transaction to be received} \times 100}{\text{Total assets of the listed company}}$

Value of transaction = Compensation as a result of the License return
= Baht 890.83 million

Provision on total value of consideration = $\frac{\text{Baht 890.83 million} \times 100}{\text{Baht 3,271.13 million}}$
= 27.23 %

4. Value of securities issued by the listed company as consideration for the assets to be acquired Criteria

Cannot be calculated since the Company has not issued securities as consideration for the assets to be acquired.

In calculating the above transaction size, the highest transaction size is 27.23 percent according to calculation basis based on value of consideration which is the basis giving the highest result of transaction. The outcome is calculated from the Company's reviewed interim consolidated financial statements for the 9-month period, ended as at 30 September 2018 and the transactions on the disposal of assets during the 6-month period prior to the date on which the Company's Board of Directors unanimously approved in principal for Spring to submit the request for the Licence return to NBTC on 10 May 2019, comprising 3 transactions as follows:

(1) the transaction of the disposal of all investments in WPS (Thailand) Company Limited, having the highest transaction size of 13.99 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 6-month period, ended as at 30 June 2018;

(2) the transaction of the disposal of land and buildings in Khonkaen, having the highest transaction size of 0.37 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 9-month period, ended as at 30 September 2018; and

(3) the transaction of the disposal of 3 plots of land and buildings on Debaratna Road, Samutprakan, having the highest transaction size of 10.13 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 9-month period, ended as at 30 September 2018.

Therefore, the combination between the Transaction of returning Spring's License and the transactions on the disposal of assets during the 6-month period prior to the date on which the Company's Board of Directors unanimously approved in principal for Spring to submit the request for the Licence return to NBTC on 10 May 2019 results in the total highest transaction size of 51.72 percent according to calculation basis based on value of consideration, considered as a Class 1 transaction under the Notifications on Acquisition or Disposal of Assets imposing the volume of transactions equivalent or higher than 50 percent but less than 100 percent. The details of which are as follows:

Consequently, the Company is required to appoint the independent financial advisor responsible for giving opinions regarding the Transaction of returning Spring's License to the shareholders of the Company, disclose the information memorandum on the entering into the transaction to SET, and convene the shareholders' meeting in order to obtain the approval for the entering into such transaction with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote which the votes of people having vested interests are not counted. By that the Company shall deliver the invitation notice of the shareholders' meeting which contains the information at least as specified by the Notifications on Acquisition or Disposal of Assets, together with the opinion of the independent financial advisor approved by SEC to the shareholders, not less than 14 days in advance prior to the date of the

shareholders' meeting. In this regard, the Board of Directors' meeting of the Company resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2019 which is holding on 6 September 2019 to consider approving the entering into such transaction.

3.3. Rationale and background of the transaction

Due to the policy decisions by the former management of the company last year 2014 in the auction of digital television system, it was aimed to present the documentary, foreign movie series, sports and variety shows. However, the company has no expertise in the management of such content types. As such, the Spring lost over years since it won the bid for spectrum for digital television services, which were from the year 2015 to 2018 (as of the period 9 Month ended 30 September 2018). The total lost was approximately 2,405.7 million baht (with the financial statements of the company ending 31 December 2018 being under the audit of the company's auditor). Besides, the Spring still has the burden of paying license fees as of 9 May 2019 at the amount of 201 million baht (excluding VAT). According to the announcement of the Office of the National Broadcasting and Telecommunications Commission regarding rules, procedures and conditions of compensation payment due to the return of the license to use the spectrum, made on 2 May 2019, it resulted the company to have encountered heavy losses continuously and been under significant debts. So, the company plans to dispose of its investment in the Spring since the beginning of the year 2018 to reduce capital burden and expenditure of the company to be at an appropriate level and be ready to focus on a strong core business operation to create growth in the future.

4. Details of the disposed assets

The details of the License are as follows:

4.1. General information

A person requesting the License return	Spring
Type of Services	Providing digital terrestrial television services as a national business service type in a standard definition category
Channel	SPRING 26
Type of Programs	Presenting a world-class documentary providing useful information for living, inspiration for success, and lifestyle such as culture, sport, environment, family, and others responding the urban

	lifestyle
Total Fee	Baht 2,200 million only
Date of License Receive	25 April 2014
Expiration Date	24 April 2029
Multiplex channel number	Multiplex 5
Television network provider	Army

5. Total value of consideration

According to the Notification of NBTC on the Request for the License Return, Spring shall receive compensation as a result of the License return in the amount of Baht 890.83 million within 60 days from 16 August 2019 which is the date of service termination. However, Spring has not completely paid the fourth installment of license fee according to the Notification of NBTC on the Bid for the Spectrum in the amount of Baht 215.07 million (including VAT), thus compensation as a result of the License return shall be deducted by the outstanding license fee. The residual compensation, after a deduction of license fee, equals to Baht 675.76 million.

6. Criteria used to determine value of consideration

The value of consideration is based on the calculation method in accordance with the Notification of NBTC on the Request for the License Return and the notification letter, dated 27 June 2019, issued by NBTC, regarding the result of consideration of the request for the return of the license to use the spectrum to provide digital terrestrial television services, stating the approval of the request for the return and discontinuance of the License, the determination of the date of service termination which is on 16 August 2019 at 00.01 a.m. onwards, and the determination of remedial measures for service users to be implemented by Spring, including the notification of compensation as a result of the License return in the amount of Baht 890.83 million as follows:

(1) License fee which the licensee had paid until the fourth installment out of six installments. A period of License validity which has not been enforced can be calculated as follows:

$$= \frac{\text{Paid License fee} \times \text{License validity during the period that the spectrum has not been used (Day)}}{\text{Period of License validity (Day)}}$$

$$= \frac{\text{Baht 1,472 million} \times 3,540 \text{ days}}{\text{Period of License validity (Day)}}$$

5,479 Days

= Baht 951.06 million

(2) **Deducted by** the benefits which the licensee had gained during the business operations as follows:

(2.1) Subsidy for rental expenses for television multiplex using the digital terrestrial spectrum (“MUX”) in pursuant to the Notification of the National Peace and Order Maintaining Council No. 9/2018 Re: the Measures to Relieve Impacts on Persons Operating Radiobroadcaster, Television, Broadcasting, and Telecommunications Business, dated 23 May 2018, in the amount of Baht 1.75 million per month which is the monthly benefit gained from January 2018 to 16 August 2019, totalling Baht 26.25 million;

(2.2) Subsidy for expenses for television satellite transmittance provided in general (“Must Carry Fee”) according to the Notification of the National Peace and Order Maintaining Council No. 76/2016 Re: the Measures to Support Radiobroadcaster, Television, Broadcasting, and Telecommunications Business for Public Interest, dated 20 December 2016, received throughout until the date of service termination which is on 16 August 2019, equivalent to Must Carry Fee in the amount of Baht 33.98 million which is the benefit gained from December 2016 to 16 August 2019.

(3) **Deducted by** licensee’s turnover gained from operating businesses under a license in each year, during the whole operating period until 11 April 2019 which net profit is solely calculated.

	Net profit (loss) (Unit : Million Baht)
2014	(118.37)
2015	(459.36)
2016	(505.24)
2017	(1,213.46)
2018	(178.55)
1 January 2019 to 11 April 2019	(43.65)

Spring had losses since 2014 until 11 April 2019; thus, a deduction of profit from turnover is not required.

Total compensation calculated as value of consideration is summarized as follows:

Transaction	Amount (Million Baht)
License fee which the licensee had paid until the fourth installment out of six installments, during a period of License validity until the fourth installment out of six installments, during a period of License validity which has not been enforced in the above item no. (1)	951.06
<u>Deducted by</u> the benefits which the licensee gained during the business operations, i.e. MUX fee and Must Carry Fee in the above items no. (2.1) and (2.2)	60.23
<u>Deducted by</u> the benefits gained from net profit from the operation in the above item no. (3)	None
<u>Remaining</u> compensation before a deduction of the outstanding fourth installment	890.83

However, Spring has not completely paid the fourth installment of license fee according to the Notification of NBTC on the Bid for the Spectrum in the amount of Baht 215.07 million (including VAT), thus compensation as a result of the License return shall be deducted by the outstanding license fee. The residual compensation, after a deduction of license fee, equals to Baht 675.76 million, excluding annual license fee from 1 January 2019 to 16 August 2019 which is payable by Spring to NBTC in the approximate amount of Baht Baht 215.07 million (including VAT).

7. Expected benefits to the Company from the disposal of assets

Due to the entering into the Transaction of returning Spring's License, the Company expects to gain the benefits as follows:

7.1 Compensation as a result of this request for the License return shall reduce debt burdens of the Company; enabling it to repay debts to creditors and continuously run the businesses. At present, the Company has liabilities with interest with financial institutions and short-term loans in the approximate amount

of Baht 918 million as of 9 May 2019. The Company shall spend the compensation on repaying accrued network payables, trade payables, short-term liabilities, and long-term secured liabilities with financial institutions and also use it as working capital;

7.2 The request for the License return also reduces the risk of capital structure management; resulting in generating cash flow for the Company and supporting the demand for cash flow of the Company in a timely manner without having to bear high operating costs in each month;

7.3 The request for the License return also reduces the high cost of interest because the Company is able to spend compensation on repaying debts;

7.4 The group of the Company will be able to focus on the core business operations in which it truly has knowledge and expertise in, namely printing media, organizing related activities, television media business in its expertise, and producing program contents, including digital businesses in order to emphasizing on the intensive content and brands in 4 core businesses through the integration and the development of platform from the Offline-Online-On ground. Thus, the content could reach the group of consumers more and easier; and

7.5 The request for the License return will enable the Company to shut down the business that has always suffered losses, which has not yet been able to speculate profitability and will not affect the core businesses of the group of the Company. The Company still has Nation Broadcasting Corporation Public Company Limited ("NBC"), a subsidiary of the Company, which has operated its television channel in fully integrated functions, no matter what producing, providing TV programs, and selling airtime in the field of news, entertainment, and new media and NBC Next Vision Company Limited, a subsidiary of NBC, which has been licensed to operate a digital television business in the category of news and content (SD) as its expertise under the name of Nation TV (Channel 22).

However, an impact from the request for the License return expected by the Company is that Spring has to lay off some employees. As such, the Company has prepared remedial measure for such employees by paying compensation as a result of the layoff in accordance with labor law. Moreover, the Company has remedied service users as proposed to NBTC by publicizing the date of service termination of SPRING 26 Channel, for the purpose of acknowledging service users, consumers, audiences, and the general public, via SPRING 26 Channel and other media for not less than 45 days prior to the date of service termination. Due to business plan of Spring after the License return, the Company is in the process of studying and looking into the feasibility of operating new business as a replacement.

8. Plan for the use of compensation to be received from the disposal of Assets

Currently having debt burdens with financial institutions and short-term loans, totaling Baht 918 million, the Company has planned to spend compensation on repaying accrued network creditors and trade payables and reducing short-term liabilities and long-term secured liabilities with financial institutions of the Company in order to be able to repay debts when due and reduce high burden of interest, caused by such liabilities. Furthermore, the Company may use the residual amount as working capital in order to, in accordance with its policies, increase financial liquidity in the core businesses in which the Company has expertise in namely printing media, organizing related activities, producing program contents, television media business, and producing program contents via every channel which could reach consumers more and quicker, as aforementioned.

9. Conditions on the entering into the transaction

The entering into the Transaction of returning Spring's License is considered as the disposal of assets of the listed company made by a subsidiary, Class 1 according to the Notifications on Acquisition or Disposal of Assets, the Company, consequently, is required to make a report, disclose the information memorandum on the entering into such transaction to SET, and convene the shareholders' meeting in order to obtain the approval for the entering into such transaction with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote which the votes of people having vested interests are not counted.

Additionally, the Extraordinary General Meeting of Shareholders No. 1/2019 to be held on 6 September 2019 shall resolve the approval of the entering into the transaction on the License return with the details as follows:

Matter proposed to the shareholders' meeting for approval	Conditions on the approval
Considering approving a subsidiary of the Company (Spring 26 Company Limited) to return the license to use the spectrum to provide digital television services under the name of SPRING 26 Channel.	The votes are not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote which the votes of people having vested interests are not counted.

10. Opinions of the Board of Directors concerning a decision to enter into the transaction

The Board of Directors' meeting of the Company has thoroughly considered and opined that the Rules on the License Return allows the Spring to return the License and temporarily receive compensation, which shall alleviate the damage caused by false policies of the former executives of the

Company (which the current Board of Directors and executives have filed a complaint against the former executives to SEC, including exercising legal rights to sue against them as well). Besides, receiving compensation will help reduce burden of License fee, adjust financial ratios, and be essential to solving financial problems by reducing the Company's debt burdens, which shall cause working capital of the group of the Company to be in a better condition respectively. Besides, this decision conforms to the Company's policies in having itself focus on the core businesses, based on the group of the Company's genuine knowledge and expertise, involving printing media, organizing related activities, television media business, in the category of news and content as its expertise, and producing contents, including related businesses that have the potential to grow and enhance the core businesses of the Company to allow the Group to continue the business operations.

In addition, the request for the License return will have the group of the Company remain only one digital television station, that is Nation TV (Channel 22), which offers programs in the category of news and content (SD), allowing the Company to mobilize resources within the group of the Company in various areas for existing news items fully in line with the Company's core business policy.

11. Opinions of the Company's Audit Committee and/or directors which are different from the opinions of the Board of Directors under the item no. 9

The Audit Committee provides the opinions which are in line with the above resolution of the Board of Directors of the Company (unanimously) and no member of the Audit Committee has opinions different from such resolution of the Board of Directors of the Company.

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

Sincerely yours,

(Mr. Somchai Meesen)

Chief Executive Officer