

28 January 2020

Subject : Notification on the investment in Around The World Company Limited (Amendment)

To : Director and Manager
The Stock Exchange of Thailand

As Nation Multimedia Group Public Company Limited (the “**Company**”) held the Board of Directors’ Meeting No. 1/2020 on 28 January 2020, the Board of Directors’ Meeting passed a resolution to approve NBC Next Vision Company Limited (“**NNV**”), a subsidiary of the Company (which the Company hold shares in NNV equivalent to 99.99 percent of the total number of sold shares of NNV), to invest in the 24,500 newly issued ordinary shares of Around The World Company Limited (“**Around the World**”) which operates tourism business, or equivalent to 49 percent of registered capital of Around the World, at a purchase price of Baht 100 per share (a par value of Baht 100 per share), amounting to the total number of Baht 2,450,000. Details of which are as follows:

According to the investment in the 24,500 newly issued ordinary shares of Around the World or equivalent to 49 percent of registered capital of Around the World, at a purchase price of Baht 100 per share (a par value of Baht 100 per share), amounting to the total number of Baht 2,450,000, NNV will invest in Around the World of 24,500 shares, or equivalent to 49 percent of registered capital of Around the World. In this regard, NNV will have controlling power over Around the World of 60 percent of the total number of shares of Around the World and controlling power by appointing half of the total number of directors of Around the World, as specified in the Shareholders’ Agreement with Around the World, resulting in that Around the World becomes a subsidiary of the Company pursuant to the Securities and Exchange Act B.E. 2535 (1992) (including the amendments thereof).

Registered Information of Around the World

	Before the entering in to the transaction	After the entering in to the transaction
Registered capital	2,000,000 Baht	5,000,000 Baht
Total number of shares	20,000 ordinary share	50,000 ordinary share
Name of directors	1. Mr. Vittayen Muttamara 2. Mr. Takerng Somsup	1. Mr. Vittayen Muttamara 2. Mr. Takerng Somsup 3. Mr. Chatchai Pokogwai (appointed by NNV) 4. Mrs. Warangkana Kalayanapradit (appointed by NNV) 5. Mrs. Lakana Ratwongsakul (appointed by NNV)

Shareholding proportion	Before the entering in to the transaction				After the entering in to the transaction			
	Name	Nationality	Number of share (share)	Percent	Name	Nationality	Number of share (share)	Percent
	1. NBC Next Vision Company Limited	Thai	-	-	1. NBC Next Vision Company Limited	Thai	24,500	49.00
	2. Mr. Vittayen Muttamara	Thai	6,200	31.00	2. Mr. Vittayen Muttamara	Thai	6,200	12.40
	3. Mr. Takeng Somsup	Thai	6,000	30.00	3. Mr. Takeng Somsup	Thai	6,000	12.00
	4. Other shareholders	Thai	7,800	39.00	4. Other shareholders	Thai	13,300	26.60

In this regard, the Board of Directors has considered the entering into the aforementioned transaction and opined that such entering into the transaction is a reasonable transaction and can generate benefits to the Company whereby Around the World will become a subsidiary of the Company. This will help to diversify risks on the investment and reduce dependence of the Company's main revenue received from television media business. The Board of Directors estimated that tourism business will bring opportunities to increase revenue to the Company and advantage to financial position. In addition, the Board of Directors speculated that tourism business will create synergy between television media business, a current business of the Company, and tourism business among the group of the Company. Moreover, Around the World could rent the television airtime of the Company to operate its business as well.

According to the entering into above transaction is considered as an acquisition of assets of the listed company's subsidiary according to the Notification of Capital Market Supervisory Board TorChor. 20/2551 (2008) 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 (2004) ("**Notification on the Acquisition and Disposal of Assets**"). The transaction size is 0.36 percent based on to the Total Value of Consideration criterion which this calculation method gives the highest transaction size. The outcome was calculated from the Company's interim consolidated financial statements ended 30 September 2019. The Company had entered into two transactions on the acquisition of assets during the 6 month period prior to the date on which the Board of Directors unanimously approved this transaction, i.e. the transaction which NNV, a subsidiary of the Company subscribes the newly issued ordinary shares of Happy Products and Services Company Limited which transaction size is 2.09 percent and the transaction which the Company purchased assets for studio and new office from Spring News Corporation Company Limited which transaction size is 3.73 percent.

Thus, total highest size of transaction was 6.18 percent according to the Total Value of Consideration criterion which is lower than 15 percent so that the Company was not required to proceed according to the Notification on the Acquisition and Disposal of Assets in any respect.

However, on account of an acquisition of investment in other company, resulting such company to be a subsidiary of listed company, it is required to disclose to the Stock Exchange of Thailand, pursuant to Regulations of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company B.E.2560 (2017) (including the amendments thereof).

In addition, Around the World and shareholders of Around the World are not connected persons of the Company. Thus it is not subject to the Notification of Capital Market Supervisory Board TorChor 21/2551 (2008) RE: Rules on Connected Transactions 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 B.E. 2546 (2003).

The day that subscription of the newly issued ordinary shares of Around the World is expected to be in February 2020. In this regard, it depends upon the result of due diligence on business of Around the World in terms of accounting, tax and internal control system, including other condition precedent related to the entering into the transaction.

In this regard, the Board of Directors had authorized the Executive Committee and/or managing director and/or any person, authorized by the Executive Committee and/or managing director to have the power to take any action in relation to the entering into the acquisition of the newly issued ordinary shares of Around the World, including any actions as follows:

- (a) Determine, amend and add details in relation to the entering into the transaction under the scope of relevant laws
- (b) Negotiate the contracts, amend and execute the contracts, together with any other documents in relation to the entering into the transaction, including but not limited to the Share Subscription Agreement or the Share Purchase Agreement;
- (c) Execute, amend, change and contact any application forms for permission, waivers (if any), and necessary and relevant evidences to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, the relevant government agencies or relevant authorities and to have the power to take any other necessary action, as well as sub-authorization; and
- (d) Take any necessary action as deemed appropriate in order to achieve all abovementioned action.



Please be informed accordingly.

Sincerely yours,

Mr.Chatchai Pokogwai

Managing Director