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No. LMJG/SET/2021/021

Date: 25 August 2021

Subject: Execution of Share Sale and Purchase Agreement

To: The President
The Stock Exchange of Thailand

Ref: 1. Letter No. LMJG/SET/2021/017 Re: Notification of Resolutions of Board of Directors' Meeting No. 3/2021 approving of the disposition of assets dated 5 July 2021 and Information Memorandum on Asset Disposition by Major Cineplex Group Public Company Limited (List 1)

2. Independent Financial Advisor's Opinion Report on the Asset Disposition dated 19 July 2021 and Information Memorandum on Asset Disposition by Major Cineplex Group Public Company Limited (List 2)

Pursuant to the referred documents of Major Cineplex Group Public Company Limited (the "Company") in relation to the entering into asset disposition transaction of the Company as disclosed via the Stock Exchange of Thailand's website, the Company will sell its shares held in Siam Future Development Public Company Limited ("SF") in the amount of 647,158,471 shares representing 30.36 percent of the total issued shares of SF to Central Pattana Public Company Limited (the "Purchaser") or any affiliates as designated by the Purchaser, which is not a connected person of the Company, at a price of THB 12 per share and in total of THB 7,765,901,652. The details of which are as already known.

The Company would like to inform you that the Company has signed the aforementioned Share Sale and Purchase Agreement of SF with Central World Company Limited, a subsidiary whose 90 percent of the total shares are held by the Purchaser, on 25 August 2021. The subject matter of the Share Sale and Purchase Agreement can be summarized as follows:

Date of Entering into the 25 August 2021

Agreement:

Parties: Seller: the Company
Purchaser: Central World Company Limited which is not a connected person of the Company

MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED.

Registration No. 0107545000047

1839, 1839/1-6 Phaholyothin Rd., Ladyao, Jatuchak, Bangkok 10900 Tel: 0-2511-5427-36 www.majorcineplex.com



Sale Shares: Ordinary shares of Siam Future Development Public Company Limited in a total of 647,158,471 shares representing 30.36 percent of the total issued shares

Sale and Purchase Price: THB 12 per share

Total Sale and Purchase Value: THB 7,765,901,652

Value:

Sale and purchase method: Trade Report – Big Lot through the Stock Exchange of Thailand

Key conditions precedent:

1. The shareholders' meeting of the Company has resolved to approve of the sale of Sale Shares to the Purchaser.
2. The Company has obtained the necessary waivers or permissions from the Stock Exchange of Thailand in case the share sale and purchase price as at the date of sale and purchase of the shares is higher or lower than the highest or lowest price of the securities as specified in the relevant rules and regulations of the Stock Exchange of Thailand.
3. The Purchaser is satisfied with the due diligence results of the group companies affiliated with SF.
4. There is no events that has or will have a material adverse effect on the businesses, operations, turnovers, properties, liabilities, financial statements, financial position or net business value of the group companies affiliated with SF unless such events occur due to any action as agreed in writing by the parties, or occur as a result of the outbreak of COVID-19 or the enforcement of the law on the outbreak of COVID-19.

Date of Share Sale and Purchase: 30 August 2021 or any other date as agreed in writing by the parties

Key Termination Events: Unless otherwise agreed by the parties in writing, this Agreement shall be immediately terminated upon the occurrence of the any of the following events:

1. In case any of the conditions precedent is not satisfied or waived



by the Purchaser or the Seller (as the case may be) on the date of share sale and purchase, or there is any case that causes the Board of Directors' or shareholders' meeting which will approve the appointment of directors, amendment of the directors' authorization and amendment of the bank signatory as determined by the Purchaser to be unable to be done on the date of share sale and purchase;

2. The parties mutually agree to terminate this Agreement in writing;
or
3. One of the parties terminate the Agreement by notifying the other party in writing upon the occurrence of the following events:
 - (a) The other party breaches representations, warranties, or terms or conditions that are material under the Agreement; or
 - (b) The other party becomes insolvent, bankrupt or the court has issued a receivership order to such party.

Nevertheless, the Company will enter into such transaction only if the Extraordinary General Meeting of Shareholders of the Company has resolved to approve such transaction as well as the condition precedents as specified in the Share Sale and Purchase Agreement have been completed.

Please be informed accordingly.

Yours sincerely,

(Ms. Thitapat Issarapornpat)

Company Secretary