

12 November 2021

Re: Notification on Establishing a Subsidiary

To: Director and Manager

The Stock Exchange of Thailand

Nation Multimedia Group Public Company Limited (the “**Company**”) hereby notifies that the Board of Director’s meeting No. 5/2021 of the Company, which was held on 12 November 2021, has rendered a resolution approving an establishment of a new subsidiary with the following details:

Company name:	Khobsanam Co., Ltd
Nature of business:	Advertising service provider, event organizer, news and digital content broadcaster on website and social media
Registered capital and shares:	THB 1,000,000 dividing into 100,000 ordinary shares with the par value of THB 10.00 each share
Shareholding structure:	Comprising three shareholders as follows: <ol style="list-style-type: none"><li>1. The Company holds 99,998 shares, equivalent to 99.998 per cent</li><li>2. Mrs. Warangkana Kalayanapradit holds 1 share, equivalent to 0.001 per cent</li><li>3. Mr. Attapol Kaithong holds 1 share, equivalent to 0.001 per cent</li></ol>
Source of investment:	Working capital of the Company
The composition of the Board of Director:	Comprising four directors as follows: <ol style="list-style-type: none"><li>1. Mr. Shine Bunnag</li><li>2. Mrs. Warangkana Kalayanapradit</li><li>3. Mr. Attapol Kaithong</li><li>4. Mr. Surachai Bunlue</li></ol>
The nature of the connected transaction:	This transaction is not considered as a connected transaction according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2008 on Rules on Connected Transactions dated 31 August 2008 (as amended) and the Notification of the Capital Market Supervisory Board on Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions (2003) dated 19 November 2003 (as amended).

The establishment of a new subsidiary as mentioned above falls under the scope of asset acquisition transaction of a listed company, having the transaction size equivalent to 0.08 per cent according to the total value of the compensation criteria, which is the criteria used to calculate the maximum transaction size from the consolidated financial statements of the Company ended 30 September 2021, which has been reviewed by the certified public accountant. Having combined with the asset acquisition transaction that occurred over the past six months, prior to entering into this transaction, there was one transaction where Thai News and Entertainment World Co., Ltd. acquired the assets and business under the trade name “The People” from Create Intelligence Co. Ltd. (which is not a connected person of the Company) with the transaction size equivalent to 2.13 per cent according to the compensation value. Therefore, the combined transaction size will be 2.21 per cent according to the total value of the compensation criteria.

In this regards, since the transaction size is less than 15 per cent in total, this transaction does not therefore fall under the scope of material transaction and is not subject to the disclosure rule according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 20/2008 on Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 (as amended) and the Notification of the Capital Market Supervisory Board on Disclosure of information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets (2004) dated 29 November 2004 (as amended) in any respect.

The Company is, however, obliged to disclose the information on the establishment of such subsidiary to the Stock Exchange of Thailand according to the regulation of the Stock Exchange of Thailand No. Bor.Jor./Por. 11-00 on Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company (2017) (as amended).

Please be informed accordingly.

Sincerely yours,

(Mrs. Warangkana Kalayanapradit)  
Assistant to Chief Executive Officer