



Nation Multimedia Group Public Co., Ltd.

1854, 9th, 10th, 11st Floor, Debaratana Road,
Bangna-Tai Sub-District, Bangna District, Bangkok 10260
Tel :0-2-338-3333 Call Center :0-2338-3000
www.nationgroup.com

12 November 2021

Subject: Notification on Disposing of 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 Directors’ meeting No. 5/2021 of the Company, which was held on 12 November 2021, has rendered a resolution approving the sale of ordinary shares that the Company wholly held in Komchadluek Media Co., Ltd., a subsidiary of the Company, (“**KMM**”), of 17,499,998 shares, equivalent to 99.99% of the registered capital of KMM (the par value is THB 10 per share), and each of the two shareholders remaining in KMM shall sell one share in KMM each to Miss Jiraphat Chaiwana, who is not a connected person of the Company 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), having a total value of THB 14.26 million. In this regard, the purchase price shall be divided into THB 5.93 million for the first portion, payable on the completion date, and THB 8.33 million for the remaining purchase price (i.e. cash in the KMM’s bank account together with proceeds received from KMM’s receivables and deducted with the outstanding printing cost owed by the Company to the creditors of such printing cost). The remaining purchase price shall be paid at intervals within the specified timeframe and under the conditions as prescribed in the share purchase agreement (the “**Disposal of Ordinary Shares of KMM**”).

In this regards, the Company has successfully sold the trademark “Komchadluek” including the assets and businesses under the commercial name “Komchadluek” in KMM to Nation Broadcasting Corporation Company Limited by virtue of the resolution of the Board of Directors’ meeting No. 6/2020 of the Company, which was held on 25 May 2020. In addition, the Company stipulates in the share purchase agreement that the Purchaser and/or KMM shall cease the use of the name “Komchadluek Media Co., Ltd.” and be obliged to change the corporate name of KMM within 90 days from the completion date.

By entering into the Disposal of Ordinary Shares of KMM as mentioned above, it falls under the scope of entering into asset disposal transaction of a listed company according to the Notification of the Capital Market Supervisory Board No. TorJor. 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 October 2004 (as amended) (the “**Notification on Acquisition or Disposal of Assets**”) with the calculated transaction size equivalent to 1.14 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 Company's certified public accountant. Having combined with the asset acquisition transaction that occurred over the past six months, prior to entering into this transaction, there were two transactions where Krungthep Business Media Co., Ltd. (the Company's subsidiary) disposed of its investment in all ordinary shares held in NAT Business Connect Co., Ltd. with the transaction size calculated to 0.20 per cent of the consideration value of the financial statements ended 31 March 2021, and the transaction where NBC Next Vision Co., Ltd. (the Company's subsidiary) wholly waived its right to an increase of capital on a pro rata basis in Happy Products and Service Co., Ltd. with the transaction size equivalent to 0.95 per cent of the consideration value of the financial statements ended 30 June 2021. Therefore, the maximum transaction size will be 2.29 per cent according to the total value of the consideration criteria.

In this regard, since the maximum transaction size is less than 15 per cent, the Company is not obliged to conduct any proceedings in compliance with the Notification on Acquisition and Disposal of Assets.

The Company is, however, obliged to disclose information to the Stock Exchange of Thailand as this is the case of a listed company disposing its investment in another company, resulting in the cessation of being a subsidiary of a listed company according to the Notification 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