



Registration No. 0107554000101

December 17, 2021

Subject: Report on the acquisition of ordinary shares of TVD M Co., Ltd.

To : President  
Stock Exchange of Thailand

Reference is made to the meeting of Board of Directors No. 11/2021 of TV Direct Public Company Limited which was held on December 17, 2021 has resolved and approved to purchase ordinary shares of TVD M Co., Ltd. amounting to 940,000 shares with the value of Baht 10 each (or equivalent to 25 percent of total issued and paid-up shares) from MV TV (Thailand) Co., Ltd. at the total value of Baht 3,200,000. The details of transaction shall be as follows:

**1. Date of the transaction** : Within December 2021

**2. Parties involved and their relationship with TV Direct Public Company Limited**

Seller: MV TV (Thailand) Co., Ltd. (not related party of the Company)  
Buyer: TV Direct Public Company Limited

**3. General characteristics of the transaction**

3.1) Type of the transaction : The Company will purchase issued ordinary shares of TVD M Co., Ltd. amounting to 940,000 shares with the value of Baht 10 each (or equivalent to 25 percent of total issued and paid-up shares) from MV TV (Thailand) Co., Ltd. TVD M Co., Ltd. is a subsidiary of the Company which was held 75 percent of shares by the Company. The said transaction is not within the scope of Connected Transaction according to the Notification of Capital Market Supervisory Board No. Tor. Chor. 21/2551 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 dated November 19, 2003 and the amendment thereto.

3.2) Calculation of transaction : Total value of consideration, having size of transaction 0.23%.

3.3) Size of transaction in the past 6-month period : 2.73%

Such transaction is not within the scope of condition to be performed according to the Notification of the Capital Market Supervisory Board No. Tor. Chor. 20/2551 Re. Rules and Entering into Material Transactions Deemed as Acquisition or Disposal of Assets. However, the Company has duty to report the same to Stock Exchange of Thailand according to the Notification of Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies.

**4. Details of asset** :

4.1) General information : TVD M Co., Ltd. (Ordinary shares)

Type of business and operation : Selling products through satellite TV channel

Current registered capital : Bath 37,600,000, divided into 3,760,000 shares with the value of Baht 10 each

Paid up capital : Baht 37,600,000, divided into 3,760,000 shares with the value of Baht 10 each

Current major shareholders : 1. TV Direct Public Company Limited, holding shares of 75%  
2. MV TV (Thailand) Co., Ltd., holding shares of 25%.  
After acquisition, the Company will hold 100% of shares of TVD M Co., Ltd.

**Significant financial information of TVD M Co., Ltd. in the past (2019 – 2020)**

**Unit : Million Baht**

	<b>Year 2019</b>	<b>Year 2020</b>
<b>Income</b>	11.63	53.41
<b>Net profit</b>	3.92	(14.95)
<b>Gross profit</b>	7.32	5.01
<b>Total assets</b>	12.49	13.12
<b>Total liabilities</b>	3.57	24.90
<b>Equity</b>	8.92	(11.78)

**5. Total value of consideration**

5.1) Total value of consideration : Baht 3,200,000 (according to the agreed value calculated based on book value because TVD M Co., Ltd. has accumulated loss)

5.2) Terms of payment : Pay by cash

5.3) Transaction condition : None

**6. Expected benefits for the Company** : The Company has a plan to bring TVD M Co., Ltd. to operate other profit business. Therefore, the purchase of all shares of TVD M Co., Ltd. from MV TV (Thailand) Co., Ltd. will let the Company fully operate TVD M Co., Ltd., and gain tax benefit from the accumulated loss of TVD M Co., Ltd.

**7. Source of fund** : Working capital of the Company

**8. Opinion of the Board of Directors relating to the entering into the transaction** : The Board of Directors has considered that the purchase of shares of TVD M Co., Ltd. will be benefit for the Company's business and shareholders. Therefore, the Board of Directors has unanimously resolved to approve the purchase of shares of TVD M Co., Ltd.

Please be informed accordingly.

Yours Sincerely,

(Mr. Wichian Manapongpun)  
Company's Secretary  
On behalf of TV Direct Public Company Limited