

Ref: 017/2022

8 September 2022

**Subject** : Information on Disposition of Assets**Attachment** : Information regarding the sales of Service marks and Copyrights of Post Today and Newscler Online**To** : The President  
The Stock Exchange of Thailand

Bangkok Post Public Co., Ltd would like to submit the Information regarding the sales of Service marks and Copyrights of Post Today and Newscler Online. It can be summarized as follows;

Entering into the aforementioned transactions is considered a sale of assets according to the Notification of the Capital Market Supervisory Board No. TorJor.20/2551 Re: Rules for a Significant Transaction that is classified as an Acquisition or Disposition of Assets and the Notification of the Stock Exchange of Thailand on Re: Disclosure of information and Operations of Listed Companies in Acquisition or Disposal of Assets B.E. 2547. Specified in accordance with the said announcements, its maximum transaction size is 17.65% based on the consolidated financial statements for the second quarter of the year 2022 ended 30 June 2022, reviewed by the certified public accountant. When disposal of assets results in the total size of the transaction on disposal of assets is 17.65%, therefore it is considered disposal with a size of more than 15% but not more than 50% according to the announcement on the acquisition or disposition of the Capital Market Supervisory Board No. TorJor.20/2551 Re: Disclosure of information and Operations of Listed Companies in Acquisition or Disposal of Assets B.E. 2547. The company is required to disclose information on entering into the transaction to the Stock Exchange of Thailand, and deliver a circular to shareholders within 21 days from the date on which the information is disclosed to the Stock Exchange of Thailand.

The details of the asset acquisition transaction are shown in the information regarding the sale of assets of the Company as detailed in Enclosure 1.

You are hereby informed accordingly.

Yours sincerely,

***Vasint Chotirawi***

Mr. Vasint Chotirawi  
Chief Financial Officer  
and the Company's Secretary

## **Information regarding the sales of Service marks and copyrights of Post Today and Newscler Online Bangkok Post Public Company Limited**

According to the resolution of the Board of Directors' meeting No. 3/2022 held on 9 August 2022, the Board has assigned and authorized the Executive Committee to negotiate and conclude the sales of service marks of Post Today and Newscler including content copyrights broadcast on the online platforms. On the date of 5 September 2022, the Executive Committee by the authorized directors already signed the sale agreement for said service marks and content copyrights thereof, ownership of which will be delivered to the buyer on 30 September 2022.

The sale of asset transaction according to the Notification of the Capital Market Supervisory Board No. TorJor.20/2551 Re: Rules for a Significant Transaction dated 31 August 2002 including the Amendment and the announcement of the Stock Exchange of Thailand Re: Disclosure of information and Operations of Listed Companies in Acquisition or Disposal of Assets B.E. 2547 dated 29 October 2004 ("Notification on Acquisition or Disposition"), when calculating the transaction size according to the notification on acquisition or disposition based on the Company's consolidated financial statements for the second quarter of 2022 ended 30 June 2022. It was found that the above transaction is the highest transaction size according to the total value of consideration criteria at 17.65% which is classified as the third type of asset disposition transaction. It is the duty of the Company to disclose the information to The Stock Exchange of Thailand. The details are as follows;

**1. The Date of Transaction:** The transaction is expected to be completed within the third quarter of 2022.

### **2. Parties involved and Relationship with the Company**

<b>Buyer</b>	Nation Group (Thailand) Public Company Limited
<b>Relationship with the company</b>	-No connected relationship-

### 3. General Characteristics of the Transaction

The Company entered into the asset disposition transaction. The transaction above is not considered a connected transaction. The maximum size of the transaction is 17.65% which is calculated based on the Company's consolidated financial statements for the second quarter of 2022 ended 30 June 2022, the calculation of transaction size is as follow:

Approach	Calculation	Calculation (Unit : Million)	Transaction size
1. Book value of net tangible asset	$\frac{\text{share proportion} \times \text{NTA of transaction in the Company} \times 100}{\text{NTA of the Company}}$	n/a <sup>3</sup>	
2. Net Operation Profit	$\frac{\text{share proportion} \times \text{Net profit of the transaction company} \times 100}{\text{Net profit of the Company}}$	n/a <sup>3</sup>	
3. Total value of consideration	$\frac{\text{Value of assets} \times 100}{\text{Total asset of the Company (Consolidated)}}$	$\frac{58.85 \times 100}{333.39}$	17.65%
4. Equity Shares Issued	$\frac{\text{shares issued for payment of assets} \times 100}{\text{Paid – up shares of the Company}}$	n/a <sup>5</sup>	

The size of this transaction is considered the disposal of assets with a size of more than 15% but not more than 50% according to the Notification on Acquisition or Disposition. The Company has a duty to disclose information about the transaction to the Stock exchange of Thailand and send a circular to shareholders within 21 days from the date of notifying the Stock Exchange of Thailand.

### 4. Total Value of Consideration and Criteria for Determining the Value of Consideration

The Company will enter into sales of Service marks and Copyrights of Post Today and Newsclear Online, totaling 58,850,000 baht (inclusive of VAT), of which the price agreed upon between the parties. In 2019 there was an interested party wished to purchase said assets from the Company at the price 30-35 million baht. However, the terms and conditions of the sale could not be concluded by both parties. In June 2022, the Company has laid off all employees working for Post Today and Newsclear and closed its operations to reduce losses incurred from its operations, except certain works pending with some customers. Subsequently in July 2022, there was a party who interested in buying said assets from the Company. However, the offered price was only 50 million baht (inclusive of VAT). The Company therefore, decided to sell the said assets to Nation Group (Thailand) Public Company Limited who offered the higher purchasing price as mentioned above.

## 5. Objective of the sales of Service marks and Copyrights of Post Today and Newsclear Online

This will enhance the financial structures of the Company. Furthermore, it will reduce further a continuing loss in operating Post Today and Newsclear in the past and future. The sale of mentioned assets will enable the Company to have a better operation by excluding the recognition of loss from Post Today and Newsclear in the future. The Company still continues to operate the main business which is the Bangkok Post newspaper and Bangkok Post Online including ELLE and Forbes magazines.

## 6. Terms of the transaction

-None-

## 7. Opinion of the Board of Directors

The Board of Directors has the opinion that the sales of Service marks and Copyrights of Post Today and Newsclear Online are a reasonable transaction, in order for the Company to have funds to support its business operations and shareholders.

## 8. Opinion of the Audit Committee and/or the Directors which is different from the Opinion of the Board of Directors

-None-

Yours sincerely,

***Vasint Chotirawi***

Mr. Vasint Chotirawi  
Chief Financial Officer  
and the Company's Secretary