

23 November 2022

Subject: The purchase of ordinary shares in Thansettakij Multimedia Company Limited, constituting a connected transaction, and the amendment of the business on the agenda of the Extraordinary General Meeting of Shareholders No. 1/2022

To: The President  
The Stock Exchange of Thailand

Encl: 1. Information Memorandum on the Acquisition of Assets and Connected Transaction of Nation Group (Thailand) Public Company Limited

Nation Group (Thailand) Public Company Limited (the "Company") would like to disclose the following key resolutions of the Board of Directors' Meeting No. 9-1/2022 held on 23 November 2022 at 8.00 a.m.:

1. A resolution was passed to propose the purchase of 20,074,998 ordinary shares or equivalent to 100 percent of the total number of shares in Thansettakij Multimedia Company Limited ("TMM"), from News Network Corporation Public Company Limited ("NEWS") at the total purchase price of up to THB 240 million or approximately THB 11.96 per share for the shareholders' meeting's consideration and approval.

The transaction constitutes an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 Acquisition and Disposition of Asset B.E. 2547 (as amended) (the "Acquisition or Disposal Notifications"). The transaction size of such transaction calculated based on the reviewed consolidated financial statements of the Company for the nine months ended 30 September 2022 and the audited financial statements of TMM for the year ended 31 December 2021, and the total value of consideration criterion, which gives the highest transaction value, is equivalent to 23.63 percent. The Company also had two other acquisitions of assets within the past six months prior to the date on which the meeting of the Board of Directors resolved to approve the entry into the transaction, i.e., the incorporation of a subsidiary in respect of the purchase of service marks and copyright in online media under the names "Post Today" and "NewsClear" and the purchase of ordinary shares in Nation News Company Limited, where the combined transaction size of such transactions amounts to 53.36 percent under the total value of consideration criterion, which gives the highest transaction value. Therefore, such transaction constitutes a Class 1 Transaction pursuant to the Acquisition or Disposal Notifications, i.e., a transaction whose transaction size is equal to or higher than 50 percent but lower than 100 percent, where the Company is required to disclose information on such transaction to the Stock Exchange of Thailand (the "SET")

and obtain approval from the shareholders' meeting of the Company with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders, and appoint an independent financial advisor to give an opinion on such transaction and submit such opinion to the shareholders together with the notice of the meeting at least 14 days in advance. Nevertheless, the transaction also constitutes a purchase or acceptance of transfer of business of another company or private company by the Company pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (as amended) (the "PLCA"), where the Company is required to obtain approval from the shareholders' meeting of the Company with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders.

In addition, the transaction constitutes a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction 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 (as amended) (the "Connected Transactions Notifications") since NEWS is a connected person of the Company. Such transaction, which relates to assets or services and whose transaction value is more than THB 20 million and more than 3 percent of the Company's net tangible assets (NTA) value of THB 347.64 million based on the reviewed consolidated financial statements of the Company for the nine months ended 30 September 2022, is deemed a large sized transaction where the Company is required to disclose information on such transaction to the SET, obtain approval for the entry into the transaction from the shareholders' meeting of the Company with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders, and appoint an independent financial advisor to give an opinion on such transaction and submit such opinion to the shareholders together with the notice of the meeting at least 14 days in advance. The Company has not had any other connected transactions with NEWS or its related persons within the past six months prior to the Board of Directors' Meeting No. 9-1/2022.

In this regard, the Company has appointed Finnex Advisory Company Limited as the independent financial advisor to give an opinion on such transaction as required under the Acquisition or Disposal Notifications and the Connected Transactions Notifications.

In this regard, details on the purchase of ordinary shares in TMM are provided in Enclosure 1.

2. A resolution was passed to appoint Finnex Advisory Company Limited as the independent financial advisor to give an opinion on the purchase of ordinary shares in TMM as required under the Acquisition or Disposal Notifications and the Connected Transactions Notifications

3. A resolution was passed to approve the amendment of the business on the agenda of the Extraordinary General Meeting of Shareholders No. 1/2022 to be held on 29 December 2022 at 2.00 p.m. as an e-meeting only as follows:

Agenda item 1 To consider and adopt the Minutes of the 2022 Annual General Meeting of Shareholders held on 29 April 2022;

Agenda item 2 To consider and approve the issuance and offering of 2,711,980,241 units of the Warrants to Purchase Ordinary Shares of Nation Group (Thailand) Public Company Limited No. 4 (NATION-W4) to be allocated to the existing shareholders who have subscribed for the newly issued ordinary shares;

Agenda item 3 To consider and approve the reduction of the registered capital of the Company by THB 507,547,903.09 from the registered capital of THB 2,663,572,194.95 to THB 2,156,024,291.86 by cancelling authorized but unissued 957,637,553 shares, with a par value of THB 0.53 per share, and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the Company;

Agenda item 4 To consider and approve the increase of the registered capital of the Company by THB 5,749,398,111.45 from the registered capital of THB 2,156,024,291.86 to THB 7,905,422,403.31 by issuing 10,847,920,965 newly issued ordinary shares, with a par value of THB 0.53 per share, and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company;

Agenda item 5 To consider and approve the allocation of the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings and to accommodate the exercise of the rights under the Warrants to Purchase Ordinary Shares of Nation Group (Thailand) Public Company Limited No. 4 (NATION-W4) to be allocated to the existing shareholders who have subscribed for the newly issued ordinary shares;

Agenda item 6 To consider and approve the purchase of ordinary shares in Thansettakij Multimedia Company Limited, constituting a connected transaction;

Agenda item 7 To consider other matters (if any).

Since the matters under Agenda item 2 to agenda item 5 relate to one another, the consideration and approval of each matter under Agenda item 2 to agenda item 5 is conditional upon one another, and if any of the matters under any agenda item is disapproved, the other matters that have already been approved shall be canceled and there shall be no further consideration of the remaining agenda items. In such event, it shall be deemed that such matters are disapproved by the shareholders' meeting.

In addition, a resolution was passed to authorize the Executive Committee to change and/or determine the date, time, venue, business on the agenda, and details of the agenda items for the Extraordinary General Meeting of Shareholders No. 1/2022 as it may deem it appropriate subject to the legal requirements.

Please be informed accordingly.

Sincerely yours,

-Signature-

(Mrs. Warangkana Kalayanapradit)

Deputy Chairman

[Translation]

Information Memorandum on the Acquisition of Assets and Connected Transaction of  
Nation Group (Thailand) Public Company Limited (First Amendment)

The Board of Directors' Meeting No. 9-1/2022 of Nation Group (Thailand) Public Company Limited (the "Company") held on 22 November 2022 resolved to approve the purchase of 20,074,998 ordinary shares or equivalent to 100 percent of the total number of shares in Thansettakij Multimedia Company Limited ("TMM"), from News Network Corporation Public Company Limited ("NEWS") at the total purchase price of up to THB 240 million or approximately THB 11.96 per share.

The transaction constitutes an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 Acquisition and Disposition of Asset B.E. 2547 (as amended) (the "Acquisition or Disposal Notifications"). The transaction size of such transaction calculated based on the reviewed consolidated financial statements of the Company for the nine months ended 30 September 2022 and the audited financial statements of TMM for the year ended 31 December 2021, and the total value of consideration criterion, which gives the highest transaction value, is equivalent to 23.63 percent. The Company also had two other acquisitions of assets within the past six months prior to the date on which the meeting of the Board of Directors resolved to approve the entry into the transaction, i.e., the incorporation of a subsidiary in respect of the purchase of service marks and copyright in online media under the names "Post Today" and "NewsClear" and the purchase of ordinary shares in Nation News Company Limited, where the combined transaction size of such transactions amounts to 53.36 percent under the total value of consideration criterion, which gives the highest transaction value. Therefore, such transaction constitutes a Class 1 Transaction pursuant to the Acquisition or Disposal Notifications, i.e., a transaction whose transaction size is equal to or higher than 50 percent but lower than 100 percent, where the Company is required to disclose information on such transaction to the Stock Exchange of Thailand (the "SET") and obtain approval from the shareholders' meeting of the Company with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders, and appoint an independent financial advisor to give an opinion on such transaction and submit such opinion to the shareholders together with the notice of the meeting at least 14 days in advance. Nevertheless, the transaction also constitutes a purchase or acceptance of transfer of business of another company or private company by the Company pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (as amended) (the "PLCA"), where the Company is required to obtain approval from the shareholders' meeting of the Company with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders.

In addition, the transaction constitutes a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction 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 (as amended) (the “**Connected Transactions Notifications**”) since NEWS is a connected person of the Company. Such transaction, which relates to assets or services and whose transaction value is more than THB 20 million and more than 3 percent of the Company’s net tangible assets (NTA) value of THB 347.64 million based on the reviewed consolidated financial statements of the Company for the nine months ended 30 September 2022, is deemed a large sized transaction where the Company is required to disclose information on such transaction to the SET, obtain approval for the entry into the transaction from the shareholders’ meeting of the Company with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders, and appoint an independent financial advisor to give an opinion on such transaction and submit such opinion to the shareholders together with the notice of the meeting at least 14 days in advance. The Company has not had any other connected transactions with NEWS or its related persons within the past six months prior to the Board of Directors’ Meeting No. 9-1/2022.

In this regard, the Company has appointed Finnex Advisory Company Limited as the independent financial advisor to give an opinion on such transaction as required under the Acquisition or Disposal Notifications and the Connected Transactions Notifications.

The Company would like to disclose information on the entry into such transaction to the SET in accordance with the Acquisition or Disposal Notifications and the Connected Transactions Notifications as follows:

## **1. Information Disclosure under List 1 of the Acquisition or Disposal Notifications**

### **1.1 Transaction Date**

After the meeting of the Board of Directors resolved to approve the entry into the transaction, the Company expects that a share sale and purchase agreement will be entered into after approval is granted by the Extraordinary General Meeting of Shareholders No. 1/2022 and that the transaction will be completed within December 2022, provided that all conditions precedent under the relevant share sale and purchase agreement are completed or waived by the relevant parties and the completion undertakings are completed in accordance with the terms of such share sale and purchase agreement.

## 1.2 Parties Involved and Relationship with the Company

<b>Seller</b>	:	NEWS
<b>Purchaser</b>	:	The Company
<b>Relationship with the Company</b>	:	The seller is the Company's connected person since the Company and the seller share the same major shareholder, i.e., Miss Aura-orn Akrasanee, holding 10.08 percent and 20.03 percent of the total issued shares of the Company and NEWS, respectively. Therefore, the entry into such transaction constitutes a connected transaction under the Connected Transactions Notifications.

## 1.3 General Characteristics of the Transaction and Transaction Size

### 1.3.1 General Characteristics of the Transaction

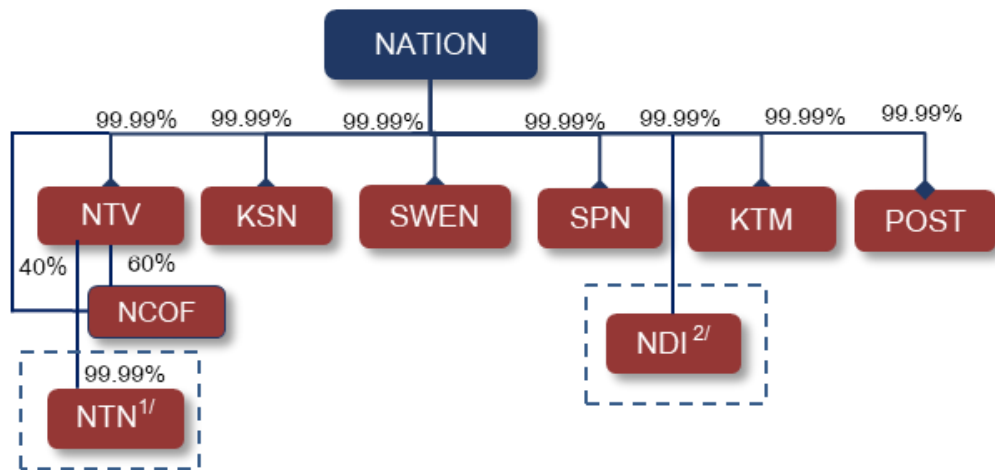
The Company will purchase 20,074,998 ordinary shares or equivalent to 100 percent of the total number of shares in TMM from NEWS at the total purchase price of up to THB 240 million or approximately THB 11.96 per share. In this regard, the Company expects that the key conditions precedent and terms under the relevant share purchase agreement shall be as follows:

<b>Key conditions precedent</b>	:	<ol style="list-style-type: none"><li>1) The board of directors' meeting and the shareholders' meeting of the Company have approved the entry into the transaction by the Company.</li><li>2) The board of directors' meeting and the shareholders' meeting of NEWS have approved the entry into the transaction by NEWS.</li><li>3) NEWS has completed its internal restructuring where TMM must transfer its 2,499,997 shares or equivalent to 100 percent of the total number of shares and 99,999,997 shares or equivalent to 100 percent of the total number of shares in Thansettakij Capital Mutual Fund Brokerage Securities Company Limited ("TCAP") and Liberator Securities Company Limited ("LIB"), respectively, to NEWS, and TMM must have no outstanding loan or liabilities (Debt Free).</li></ol>
<b>Completion date of the sale and purchase</b>	:	Within December 2022 on on such other dates mutually agreed between the parties.

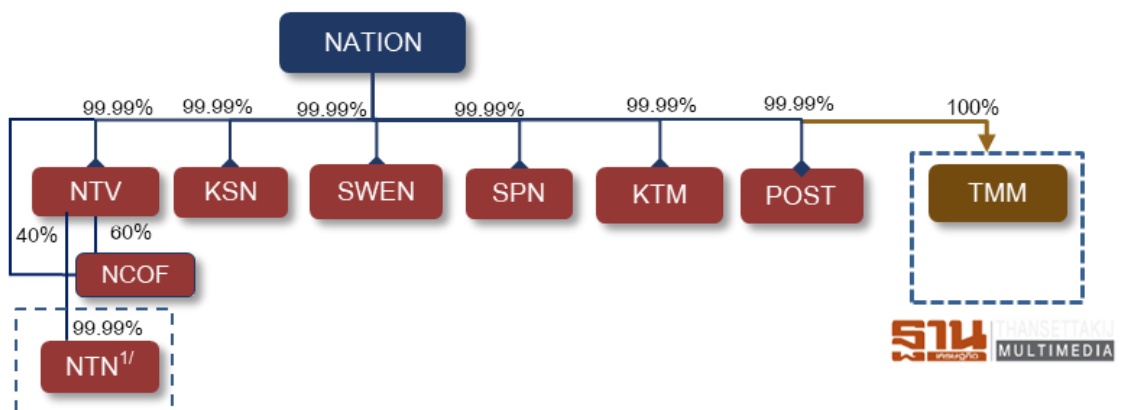
- Pledge of shares in TMM : On the completion date of the sale and purchase, the Company must pledge 15,894,396 ordinary shares in TMM as collateral for the payment of the second installment of up to THB 190 million in favor of NEWS until NEWS has received such payment.
- Post-completion undertakings : NEWS must change the name of “Thansettakij Capital Mutual Fund Brokerage Securities Company Limited” within six months after completion of the sale and purchase.

In addition, the pre-transaction and post-transaction shareholding structures of the Company are as follows:

**Pre-transaction Shareholding Structure**



**Post-transaction Shareholding Structure**





*NATION: Nation Group (Thailand) Public Company Limited, engaging in printing and advertising through print media and new media*

*NTV: Nation Tv Company Limited, engaging in television media production and advertising through television media and new media*

*NCOF: Nation Coffee Company Limited, engaging in sale of food and beverages*

*KSN: Khobsanam Company Limited, engaging in content production and services in new media*

*POST: Posttoday Company Limited, engaging in content production and services in new media*

*KTM: Krungthep Turakij Media Company Limited, engaging in printing and advertising through print media and new media*

*SWEN: Swenn Corporation Company Limited, engaging in content production and services in new media*

*SPN: Springnews Company Limited, engaging in content production and services in new media*

*NTN: Nation News Company Limited, engaging in content production and services in new media (The Board of Directors approved the purchase of shares in such company on 17 October 2022)*

*NDI: Nation Digital Content Company Limited, engaging in content production and services in new media (The Board of Directors approved the purchase of shares in such company on 14 November 2022)*

*TMM: Thansettakij Multimedia Company Limited, engaging in printing and advertising through print media and new media*

### 1.3.2 Transaction Size

The total value of consideration that the Company will pay to NEWS from the entry into the transaction will be up to THB 240 million. The Company has calculated the transaction size according to the Acquisition or Disposal Notifications based on the reviewed consolidated financial statements of the Company for the nine months ended 30 September 2022 and the audited financial statements of TMM for the year ended 31 December 2021, the details of which are as follows:

Calculation Criterion	Calculation Method
1. The net tangible asset (NTA) value criterion	= (Proportion of assets acquired x NTA of TMM) x 100 / NTA of the Company
	= (100.00 percent x THB 36.32 million) x 100 / THB 347.64 million
	= 10.45 percent
2. The net profit from operating results criterion	= (Proportion of assets acquired x Net profit from operating results of TMM) x 100 / Net profit from operating results of the Company
	= (100.00 percent x THB 4.7 million) x 100 / THB 443.11 million
	= 1.06 percent

Calculation Criterion	Calculation Method
3. The total value of consideration criterion	= Total value of consideration paid x 100 / Total assets of the Company
	= THB 240 million x 100 / THB 1,015.65 million
	= 23.63 percent
4. The equity issued as consideration for the assets criterion	Not applicable as the Company is not issuing equity as consideration for the transaction.

The Company also had two other acquisitions of assets within the past six months prior to the date on which the meeting of the Board of Directors resolved to approve the entry into the transaction, i.e., the incorporation of a subsidiary in respect of the purchase of service marks and copyright in online media under the names “Post Today” and “NewsClear” and the purchase of ordinary shares in Nation News Company Limited, where the combined transaction size of such transactions amounts to 53.36 percent under the total value of consideration criterion, which gives the highest transaction value. Details on the other acquisitions of assets within the past six months are as follows:

Date	Transaction	Transaction Size (Percent)			
		NTA value criterion	Net profit criterion	Value of consideration criterion	Value of equity criterion
26 Sep 2022	Incorporation of a subsidiary in respect of the purchase of service marks and copyright in online media under the names “Post Today” and “NewsClear”	N/A	N/A	9.20	N/A
26 Sep 2565	Purchase of ordinary shares in Nation News Company Limited	N/A	9.39	22.53	N/A
<b>Total</b>		<b>N/A</b>	<b>9.39</b>	<b>31.73</b>	<b>N/A</b>

Therefore, such transaction constitutes a Class 1 Transaction pursuant to the Acquisition or Disposal Notifications, i.e., a transaction whose transaction size is equal to or higher than 50 percent but lower than 100 percent, where the Company is required to disclose information on such transaction to the SET and obtain approval from the shareholders' meeting of the Company with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders, and

appoint an independent financial advisor to give an opinion on such transaction and submit such opinion to the shareholders together with the notice of the meeting at least 14 days in advance. Nevertheless, the transaction also constitutes a purchase or acceptance of transfer of business of another company or private company by the Company pursuant to Section 107(2)(b) of the PLCA, where the Company is required to obtain approval from the shareholders' meeting of the Company with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders.

In addition, the transaction constitutes a connected transaction pursuant to the Connected Transactions Notifications since NEWS is a connected person of the Company. Such transaction, which relates to assets or services and whose transaction value is more than THB 20 million and more than 3 percent of the Company's net tangible assets (NTA) value of THB 347.64 million based on the reviewed consolidated financial statements of the Company for the nine months ended 30 September 2022, is deemed a large sized transaction where the Company is required to disclose information on such transaction to the SET, obtain approval for the entry into the transaction from the shareholders' meeting of the Company with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders, and appoint an independent financial advisor to give an opinion on such transaction and submit such opinion to the shareholders together with the notice of the meeting at least 14 days in advance. The Company has not had any other connected transactions with NEWS or its related persons within the past six months prior to the Board of Directors' Meeting No. 9-1/2022.

In this regard, the Company has appointed Finnex Advisory Company Limited as the independent financial advisor to give an opinion on such transaction as required under the Acquisition or Disposal Notifications and the Connected Transactions Notifications.

#### 1.4 Details of the Acquired Assets

Upon completion of the transaction, the Company will hold 20,074,998 ordinary shares or equivalent to 100 percent of the total number of shares in TMM. Details on TMM are as follows:

##### 1.4.1 General Information

Name of the company	Thansettakij Multimedia Company Limited
Date of incorporation	1 September 2016
Juristic person registration number	0105559136971

<b>Business type</b>	Engaging in the business of print media, television, and online media, including three-day newspaper covering all types of topics, such as stock markets, economy, finances, investments, real estate, and world news; providing news through online platforms; and organizing events and seminars relating to business, economy, finances, investments, real estate, energy, and environment.
<b>Head office</b>	1854, F/8, Debaratana Road, Bang Na Tai Sub-district, Bang Na District, Bangkok
<b>Registered capital</b>	THB 200,750,000, comprising 20,075,000 ordinary shares, with a par value of THB 10 per share
<b>Paid-up capital</b>	THB 200,750,000

#### 1.4.2 Key Financial Information

Key financial information of TMM based on the audited financial statements of TMM for the years ended 31 December 2019, 2020, and 2021 and the management account of TMM for the nine months ended 30 September 2022 can be summarized as follows:

Unit: THB millions	2019	2020	2021	Nine months ended 30 Sep 2022
<b>Financial Position</b>				
Cash and bank deposits	3.43	7.00	11.19	13.92
Accounts receivable and other receivable	37.37	39.63	34.05	33.26
Other current assets	1.56	1.76	1.59	1.41
Investments in subsidiaries	-	10.00	125.00	650.00
Intangible assets	106.72	102.72	98.72	95.73
Other non-current assets	5.05	5.19	5.12	8.10
<b>Total assets</b>	<b>154.13</b>	<b>166.30</b>	<b>275.67</b>	<b>802.42</b>
Accounts payable and other payable	42.23	31.37	26.01	36.74
Short-term loans	160.00	-	108.00	630.00
Employee benefits	6.30	4.59	6.62	6.52
<b>Total liabilities</b>	<b>208.53</b>	<b>35.96</b>	<b>140.63</b>	<b>673.26</b>
Paid-up capital	1.25	200.75	200.75	200.75
Retained earnings (loss)	(55.65)	(70.41)	(65.71)	(71.59)
<b>Total shareholders' equity</b>	<b>(54.40)</b>	<b>130.34</b>	<b>135.04</b>	<b>129.16</b>

Unit: THB millions	2019	2020	2021	Nine months ended 30 Sep 2022
<b>Profit and loss statements</b>				
Revenue from sales and services	108.79	99.26	92.95	82.31
Cost of sales and services	75.41	76.19	58.42	49.56
<b>Gross profit (loss)</b>	<b>33.38</b>	<b>23.07</b>	<b>34.53</b>	<b>32.75</b>
Other revenues	4.15	4.88	1.56	0.49
<b>Earnings before expenses</b>	<b>37.53</b>	<b>27.95</b>	<b>36.09</b>	<b>33.24</b>
Sales and administrative expenses	33.76	34.54	29.97	23.85
Finance costs	8.13	8.17	1.42	15.27
<b>Net profit (loss)</b>	<b>(4.36)</b>	<b>(14.76)</b>	<b>4.70</b>	<b>(5.88)</b>

#### 1.4.3 Board of Directors and Shareholders

##### Board of Directors

Pre-transaction Board of Directors	Post-transaction Board of Directors
1. Mr. Baakbun Boonlert	1. Mr. Baakbun Boonlert
2. Mr. Thikhamporn Srichan	2. Mr. Thikhamporn Srichan
3. Mr. Pipat Chanasongkram	3. Mr. Somchai Meesen

##### Shareholders

Name	Pre-transaction shareholders <sup>1</sup>		Post-transaction shareholders	
	Number of shares	Percent	Number of shares	Percent
1. NEWS	20,074,998	100.00	-	-
2. Mr. Pipat Chanasongkram	1	0	-	-
3. Mr. Thikhamporn Srichan	1	0	1	0
4. The Company	-	-	20,074,998	100.00
5. Mr. Baakbun Boonlert	-	-	1	0
<b>Total</b>	<b>20,075,000</b>	<b>100.00</b>	<b>20,075,000</b>	<b>100.00</b>

Remark <sup>1</sup> Information is retrieved from the Copy of the List of Shareholders of TMM as at 9 June 2022.

## 1.5 Total Value of Consideration and Payment Conditions

### 1.5.1 Total Value of Consideration

The total value of consideration for the transaction will be up to THB 240 million as detailed in Clause 1.3.2.

### 1.5.2 Payment Conditions

The Company will make payment of up to THB 240 million in cash to NEWS, divided into two installments, i.e., the first installment of THB 50 million to be paid within the completion date of the sale and purchase and the second installment of up to THB 190 million to be paid within 45 days from the completion date of the sale and purchase (In addition, on the completion date of the sale and purchase, the Company must pledge 15,894,396 ordinary shares in TMM as collateral for the payment of the second installment of up to THB 190 million in favor of NEWS until NEWS has received such payment.), provided that all conditions precedent under the relevant share sale and purchase agreement are completed or waived by the relevant parties and the completion undertakings are completed in accordance with the terms of such share sale and purchase agreement. The Company expects that the share sale and purchase agreement will be entered into after approval is granted by the Extraordinary General Meeting of Shareholders No. 1/2022 and that the transaction will be completed within December 2022.

## 1.6 Value of Acquired Assets

The value of acquired assets will not exceed the total value of consideration as detailed in Clause 1.5.1.

## 1.7 Basis Used to Determine the Value of Consideration

The determination of the value of consideration is based on the negotiations and agreement between the Company and NEWS as well as the valuation of TMM by various approaches, such as the book value approach, the market comparable approach, and the discounted cash flow approach. The Company has already considered the internal restructuring by NEWS in determining the purchase price. Key assumptions used in the valuation can be summarized as follows:

### Assumptions on Revenues

The assumptions on revenues from sales and services of TMM for 2022 were based on the actual revenues for the first nine months of 2022 as well as the management's estimation for the fourth quarter of 2022. For 2023, it was estimated that revenue from sale of newspaper and revenue from sale of advertisement in newspaper would decrease. For 2024 onwards, it was estimated that such revenues would stop growing in line with the print media trend that has been impacted by new technology while revenue from sale of advertisement

in online media would continuously grow in line with the trends in the industry. Moreover, revenue from organization of events and seminar was expected to grow in line with the management's business plan and strategy where TMM would focus on organizing events that are of interest and in line with the current mainstream, i.e., sustainability development. For 2026 onwards, the annual growth rate was estimated at 2.49 percent per year in accordance with the average growth rates of the television and digital advertising spending from 2012 to 2019 (excluding 2020 to 2021 due to the impact from COVID-19) from the Digital Advertising Association (Thailand).

#### Assumption on Expenses

Costs and expenses of TMM comprised variable costs that change in proportion to costs and revenue and fixed costs. For 2022, the assumption was based on the actual costs and expenses for the first nine months of 2022 as well as the management's estimation and business plan. For 2023 onwards, the costs and expenses were estimated to grow at 2.04 percent based on the Bank of Thailand's historical inflation rates of the previous 24 years. As for employee expenses for 2023, the annual growth rate was fixed at 3.00 percent where new employees would be on board in preparation for business expansion. From 2024 onwards, the annual growth rate was fixed at 3.00 percent based on TMM's policy.

#### 1.8 Expected Benefits to the Company

The Company expects that the entry into such transaction will provide benefits to the Company as follows:

1. **Expansion of the core business and supporting business of the Company's group of companies in both print media business and digital media business, which is a fast-growing industry**

The investment in TMM is an expansion of the core business and supporting business of the Company's group of companies in both print media business and digital media business, which is a fast-growing industry. The entry into the transaction will allow the Company's group of companies to increase the market share as a leading media producer, including daily newspaper, three-day business newspaper, as well as new media, resulting in the Company's group of companies becoming a leader in the market as well as having broader customer base and increased bargaining power. Moreover, the Company's group of companies will be able to achieve synergy in organizing major on-ground events. In addition, such investment is also in line with the strategy of the Company's group of companies to consolidate three of their core business, i.e., offline, online, and on-ground.

**2. Increased efficiency in the management of costs and expenses**

The acquisition of the core business and supporting business of the Company's group of companies as a result of the investment in TMM will help the the Company's group of companies to manage their costs and expenses with increased efficiency where they can share resources to achieve maximum synergy, such as the sharing of content, news, production, and human resources.

**3. Increased opportunity to generate revenues and operating results**

The investment in TMM will increase the opportunity of the Company's group of companies to generate revenues and operating results in case TMM's operating results are favorable as per its business plan.

**1.9 Source of Funding**

The Company may use its own cash flows from the issuance and offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings of up to THB 732.23 million and/or obtain loans from financial institutions and/or other parties to enter into the transaction. In this regard, should the Company obtain loans from financial institutions and/or other parties to enter into the transaction, the Company will disclose additional information on the loan agreement(s) and the terms thereunder that may affect the rights of shareholders via the SET's information disclosure channels later on.

**1.10 Conditions to the Transaction**

The conditions to the transactions are as detailed in Clause 3.1 However, such conditions may be subject to change per the negotiations and mutual agreement between the relevant contractual parties.

**1.11 No Meeting Attendance or Voting Rights of Interested Directors and/or Connected Person Directors**

Mr. Thanachai Santichaikul, as a director having an interest in the consideration and approval of the transaction due to his position as an executive of NEWS, did not attend and did not vote at the Board of Directors' Meeting No. 9-1/2022 held on 23 November 2022. Moreover, Miss Aura-orn Akrasanee, as a shareholder of the Company having an interest in the proposed transaction because of her being a major shareholder of NEWS, shall be prohibited from exercising her voting rights at the shareholders' meeting.

**1.12 Opinion of the Board of Directors**

After taking into account the value of consideration as detailed in Clause 1.7 above, the Board of Directors (by disinterested directors) resolved to approve the entry into the transaction as it viewed that such entry into the transaction and the value of consideration were appropriate, reasonable, and beneficial to the



Company and all shareholders of the Company in the long run as per the reasons specified in Clause 1.8 above. Moreover, the Company would still have sufficient working capital for its operations and the entry into the transaction would not materially impact its working capital.

#### 1.13 Opinion of the Audit Committee

The opinion of the Audit Committee is not different from the Board of Directors as stated in Clause 1.12 above.

\*\*\*\*\*