



- Translation -

MPIC 010/2566

10th May 2023

Subject: Disclosure of the Board Resolution on Acquisition or Disposition of Assets and Connected Transaction (Additional)

Attention: The President
The Stock Exchange of Thailand

Regarding to the Board of Directors' Meeting of M Pictures Entertainment Public Company Limited No. 3/2023, held on 9th May 2023 has resolved to approve important matter under approval of the Company's Audit committee meeting No. 2/2023, held on 9th May 2023 approved a connected transaction in the type of transactions relating to assets or services on the subject of the disposition of the rights to get on condominium located at the Charn Issara Tower 2, as it is for saving maintenance costs of the Company purpose to Siam Cineplex Co., Ltd., which the connected person to proceed the sale in amount of 11,800,000 (eleven million eight hundred thousand) THB, such transaction is expected to be done within 30th June 2023.

As Siam Cineplex Company Limited, a subsidiary of Major Cineplex Group Public Company Limited, has the same major shareholder as the Company. Therefore, it is considered as a connected transaction according to Notification of the Capital Market Supervisory Board No. Tor.Chor. 21/2551 concerning the Rules on Connected Transactions. As the aforementioned transactions involve assets or services. The transaction size has been evaluated based on the highest value of consideration, which falls between 1 million baht and 20 million baht, classifying them as medium-sized items. The Company is obligated to comply with the Notification of the Board of Governors of the Stock Exchange of Thailand concerning Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E.2546 (including any amendments) (hereinafter would be referred as a "**Notification on Connected Transaction**"). Accordingly, the Company shall present such transactions to the Board of Directors for approval and disclose information to the Stock Exchange of Thailand.

In this regard, considering the total value of consideration criteria using the consolidated financial statements as of 31st March 2023, the transaction size is 1.88%, which is less than 15%, and not fall into the condition under the Notification of the Capital Market Supervisory Board No.Tor.Chor. 20/2551 concerning the 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 concerning the Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (including any amendments), (hereinafter would be referred as a "**Notification on Acquisition or Disposition of Assets**"). Therefore, M Pictures Entertainment Public Company Limited ("**Company**") is not subject to the preparation and disclosure of information regarding such transaction to the Stock Exchange of Thailand, as being stated by Notification Acquisition or Disposition of Assets



However, the transaction information that must be disclosed are details as follows:

1. Date, Month, Year of the Transaction

The Company will proceed this transaction with in 30th June 2023.

2. Transaction Parties and Relationship

Seller : M Pictures Entertainment (Public) Co., Ltd.
Buyer : Siam Cineplex Co., Ltd. (MAJOR's subsidiary)
Relationship : Major Cineplex Group (Public) Co., Ltd. Is their major shareholder by holding shares in both companies as follow;
- M Pictures Entertainment (Public) Co., Ltd.
1,202,081,706 shares, representing 92.46%
- Siam Cineplex Co., Ltd.
1,499,850 shares, representing 99.99%

3. Type and General Characteristic of the Transaction

Detail of the asset : The Right of 1 condominium unit, No. 2922/202, 11th floor, building number 2922 of Charn Issara Tower Condominium An area of approximately 257.79 (two hundred fifty seven point seven nine) square meters with a height of 2.6 (two point six) meters located at Charn Issara Tower 2, 11th floor, No. 2922/202, Bangkapi (Northern Lat Phrao) Subdistrict, Bangkapi District. Bangkok, 10240, which is owned by the company for 14 years in order to reduce maintenance costs. The Company will proceed with the sale of such assets to Siam Cineplex Co., Ltd. (MAJOR's subsidiary).

Trading price : Agreed to sell at a price of 11,800,000 baht (eleven million and eight hundred thousand baht) equal to the appraised value which is appraised by Southeast Asia International Co., Ltd. as of 8th May 2023, an independent appraiser on the list of appraisal companies approved by the Securities and Exchange Commission. The payment is made in the full amount of cash.

4. Payment details

Type of payment : Receive the full payment in cash on the date of transfer the condominium unit.

Utilization plan : To be used as working capital in the company.

5. Criteria for determining the value and total value of the transaction

5.1 Connected transaction

Total value of transaction in amount of 11,800,000 baht. When considered the greater value in accordance with this guideline (which there was no connected transactions in last 6 months), it has been considered that the transaction with a size of more than 1 million baht but not greater than 20 million baht. The Company must obtain approval from the



Board of Directors' meeting and disclose information on entering into such transaction to the Stock Exchange of Thailand.

Calculation of The Company's net tangible asset (NTA)

$$\begin{aligned} \text{NTA}^* &= \text{Total assets} - \text{Intangible assets}^{**} - \text{Total debt} - \text{Non-controlling shareholders (if any)} \\ &= 626,461,000 - 176,374,000 - 165,033,000 - 0 \\ &= 285,054,000 \text{ baht} \end{aligned}$$

Remark * Figures based on the Company's reviewed consolidated financial statements as of 31st March 2023.

** Intangible assets consist of intangible assets and deferred tax assets

Value of net tangible assets (NTA)	285,054,000 baht
0.03% of NTA	85,516 baht
3% of NTA	8,551,620 baht
Value of transaction	11,800,000 baht
Size of transaction	Medium size

5.2 Asset disposal transaction

This such asset disposal transaction is the transaction of selling the rights of asset by payment in cash. Therefore it was calculated by Method 3: Total value of consideration criteria. After calculated, found that the greatest value of this transaction size is less than 15% and combined with all total transaction sizes in last 6 months that was totally not greater than 15%. Therefore, the Company does not have to take any action in accordance with this criterion.

$$\begin{aligned} \text{Total value of consideration criteria} &= \frac{\text{consideration value} \times 100}{\text{The Company's total assets}} \\ &= \frac{11,800,000 \times 100}{626,461,000} \\ &= 1.88\% \end{aligned}$$

6. Reason and necessity for the transaction

For the company's assets managing to be more efficient and reduce asset maintenance costs, Considering potential of the assets and its value was found to be appropriate with the needs of the company. However, after the market pricing comparison the mentioned connected transaction were consider a reasonable transaction.

7. Opinion of the Board of Directors

The Board of Directors has considered that the transaction is reasonable and to benefit the company truly including the selling price of the assets is considered appropriate according to the appraised value of the property by the independent appraiser. Therefore, it was deemed that to execute the transaction was reasonable with fair benefits to be approved.



8. Opinion of the Audit Committee and the other Board of Directors opinion that difference from the Company's Board of Directors

-None-

Please be informed accordingly.

- Signed -

Yours sincerely,

(Ms. Thitapat Issarapornpat)
Director and Acting on behalf of Company Secretary