



No. 014/2023

15 August 2023

Subject: Notification of the Assets Acquisition of the Company

To: President
The Stock Exchange of Thailand

Enclosure 1. Information Memorandum on the Assets Acquisition of SLM Corporation Public Company Limited

SLM Corporation Public Company Limited would like to inform the resolutions of the Board of Directors Meeting No. 3/2023 on 15 August 2023 which the meeting considered and resolved to approve the amendment to the Online Media Licensing Agreement between SLM Corporation Public Company Limited (the “**Company**” or “**Licensee**”) and Good Deal Entertainment Company Limited (“**Good Deal**” or “**Licensor**”). The agreement period is 10 years (120 months) from 1 September 2023 to 31 August 2033, with total compensation of 30,000,000 Baht (excluding VAT and withholding tax) by dividing the compensation into 2 parts as follows:

- Compensation Part 1 - 20,000,000 Baht

The parties agree to allow the Licensee to set off the compensation part 1 with compensation that the Licensee has not exercised rights under the Online Media Licensing Agreement dated 1 November 2022 in the amount of 1,344,000 Baht. ⁽¹⁾

In this regard, the Licensee agrees to pay the remaining compensation in the amount of 18,656,000 Baht, payable in cash. The Licensee will pay compensation in 3 installments as follow:

- The first installment: The Licensee will pay compensation in the amount of 6,000,000 Baht within 31 August 2023.
- The second installment: The Licensee will pay compensation in the amount of 6,000,000 Baht within 30 September 2023.
- The third installment: The Licensee will pay compensation in the amount of 6,656,000 Baht within 31 December 2024.

Remark: ⁽¹⁾ According to the Online Media Licensing Agreement dated 1 November 2022, the Licensee made an advance payment for a period of 26 months, service fee of 2,184,000 Baht. But the licensee has exercised the rights under such agreement from 1 November 2022 to 31 August 2023, for a period of 10 months, service fee of 840,000 Baht. The Licensee therefore has an outstanding amount that have not yet been exercised under the Online Media Licensing Agreement in the amount of 1,344,000 Baht.

- Compensation Part 2 - 10,000,000 Baht

The Licensee agrees to pay the remaining amount monthly for a period of 120 months, the compensation rate 83,333.33 Baht/month, in the total amount of 10,000,000 Baht, payable in cash. The Licensee will complete the payment within 31 August 2033.



This transaction is considered an asset acquisition according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 Re: Criteria for Significant Transactions Qualified as Acquisition or Disposal of Assets (including any amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and the Acts of Listed Companies Concerning the Acquisition or Disposition of Assets BE 2547 (including any amendments) (“**Notification on Acquisition or Disposal of Assets**”)

Entering such transaction has a total transaction value of 30,000,000 Baht, representing 24.41% of the total assets of the Company based on total value of consideration basis; referring to the Company's consolidated financial statements ending 30 June 2023 which reviewed by the Company's certified auditor. When combined with assets acquisition of the Company within the past 6 months before the Board of Directors Meeting approved the transaction 9.34%, the total transaction size valued at 33.75% of the total assets of the Company based on total value of consideration basis, which is higher than 15% and less than 50% of the total assets of the Company.

Therefore, the Company has to disclose information memorandum on the transaction to the Stock Exchange of Thailand (“**SET**”) and send the information memorandum to the shareholders of the Company within 21 days from the date of such information disclosed to the SET.

In this regard, to comply with the criteria of the Notifications on Acquisition or Disposal of Assets, the Company would like to submit an information memorandum on the assets acquisition of the Company according to the enclosure.

Please be informed accordingly,

Yours Sincerely,

SLM Corporation Public Company Limited

(Mr. Autthapol Pohundratanakul)

Chief Executive Officer



Information Memorandum on the Assets Acquisition SLM Corporation Public Company Limited

1. Transaction Date

On 15 August 2023, the Board of Directors Meeting No. 3/2023 resolved to approve the amendment to the Online Media Licensing Agreement between SLM Corporation Public Company Limited (the “**Company**”) and Good Deal Entertainment Company Limited (“**Good Deal**”). The agreement period is 10 years (120 months) from 1 September 2023 to 31 August 2033, with total compensation of 30,000,000 Baht (excluding VAT and withholding tax) by dividing the compensation into 2 parts as follows:

- Compensation Part 1 - 20,000,000 Baht

The parties agree to allow the Licensee to set off the compensation part 1 with compensation that the Licensee has not exercised rights under the Online Media Licensing Agreement dated 1 November 2022 in the amount of 1,344,000 Baht. ⁽¹⁾

In this regard, the Licensee agrees to pay the remaining compensation in the amount of 18,656,000 Baht, payable in cash. The Licensee will pay compensation in 3 installments as follow:

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- Compensation Part 2 - 10,000,000 Baht

The Licensee agrees to pay the remaining amount monthly for a period of 120 months, the compensation rate 83,333.33 Baht/month, in the total amount of 10,000,000 Baht, payable in cash. The Licensee will complete the payment within 31 August 2033.



2. Involved Parties and Relationship with the Company

Online Media Licensing Agreement

Licensor: Good Deal Entertainment Company Limited

List of Shareholders (Information as of 15 August 2023)

No.	Name - Surname	No. of Shares	%
1	Mr. Chiruit Tantiworaungkun	24,500	49.00
2	Mr. Pichet Permsuphirun	24,500	49.00
3	Mr. Somphot Singhaudomchai	1,000	2.00
	Total	50,000	100.00

List of Directors (Information as of 15 August 2023)

No.	ชื่อ - สกุล
1	Mr. Chiruit Tantiworaungkun
2	Mr. Pichet Permsuphirun
3	Mr. Somphot Singhaudomchai

Licensee: SLM Corporation Public Company Limited

Relationship between licensor and licensee: Licensor and Licensee do not have any relationship to be considered as a connected person pursuant to the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 Re: Rules on Connected Transactions 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.

3. Transaction Characteristics

Good Deal owns online media on channels such as YouTube, Facebook, Instagram and TikTok, etc. The Company therefore entered into an agreement to obtain the rights to produce and develop online programs, online article preparation, and management and supervision of online media through various channels under the sole proprietorship of Good Deal.

Under the Online Media Licensing Agreement, the Company will be able to use Good Deal's online media in its business operations and take advantage of seeking income and various benefits. Including the Company has the right to use Good Deal's online media and has the right to continue using all Good Deal's online media in pursuit of profit and other benefits throughout the term of the agreement solely. (The details of the Company's rights appear in the details in Clause 3.1 Summary of Online Media Licensing Agreement).

In this regard, the Company will present video clips through these online channels under the names Goodday official, Tigercry, Happy Retire and Bad Official for a period of 10 years (120 months) from 1 September 2023 to 31 August 2033.



The Company will receive income from the sale of advertisements, and customers promoting products/services in various online programs which are broadcast on the media that the Company has the right. The income and fees received from promoting Facebook posts, as well as income sharing received from YouTube and/or Facebook, and the copyright of the work belongs to Good Deal.

3.1 Summary of online media licensing agreement

Signing Date: 1 September 2023

Rights that the Company has received:

- 1) The Licensee agrees to use the online media of the Licensor in management and supervision, and also used to seek profits and other benefits from online media of Licensor.

- 2) The Licensee has the exclusive right to use the online media of the Licensor. And the rights to use online media of the Licensor cannot be transferred to other people, unless obtaining prior written consent from the Licensor.

- 3) The Licensee agrees that any other copyrighted work that occurred before and after this agreement, be the copyright of the Licensor.

- 4) The parties agree that the Licensee has the right to use Licensor's online media and has the right to continue using all Licensor's online media in pursuit of profit and other benefits throughout the term of the agreement solely.

- 5) The Licensor must facilitate, help, and solve any problems If it happens to the Licensee in using online media of the Licensor. So that the Licensee will be able to use the online media of the Licensor for any benefit efficiently.

- 6) The Company will receive income from the sale of advertisements, and customers promoting products/services in various online programs which are broadcast on the media that the Company has the right. And the Licensee agrees that the income received from YouTube and/or Facebook that is paid monthly, it is the right of the Licensor to receive such income.

- 7) The Licensor agrees to transfer any rights and obligations In the work that is hired by a third party to publish and/or publicize through online media of the Licensor and/or the employer which occurs after this agreement to the Licensee, except for the copyright under clause 3). This depends on the discretion of the executive of both parties.

Agreement Period: 10 years (120 months)
1 September 2023 to 31 August 2033



Asset Characteristic: Any other online media and programs occurring on the date of the transaction.

Platform	Channel	Program
YouTube	Goodday official	Lang Too Yen, TGIF, Saksik things, The Sleep Over Show, SamTaHarnsia, TattooUKnow, Kodey, G Music, Paloy Can Do, ITmild, Lipta-Oke, Pattrick, Fuwa Fuwa, What the Food, Brief, SongKanBan, ThaLokNiMaiMe GPS, U18, Mixed Up, HandChef, Thaeo Ni Phi Khum, Suek Ching Ping Yang, etc.
	Tigercry channel	Tigercry, Ed7vi, Cutto Solo, Natty Tigercry, MaeBan YouTube, etc.
	Happy Retire	Happy Retire, etc.
	Bad official	Okwego Tok Long Pai Nai Na, UNgan, NongMax, etc.
	G Music	G Music
	Ed7vi	Ed7Vi
	U18	U18
Platform	Page	
Facebook	Goodday, LangTooYen, SamTaHarnSia (@pop.aof.wan), TheSleepOverShow, kodeyfanpage, Paloycando, TigerCryChannel, Ed7vi, nattytigercry, thisismymama, NongMaxChannel, UNgan, @mixedupthailand, Itmild, Liptaoke, Saksitthings, G Music, LovemissionsTV, TattooUKnow, FuwaFuwaTH, Pattrick, ReadAlert, okwegochannel, BadOfficial, Goodday Series, U18, etc.	
Instagram	Tigercrys, Gooddayofficial.ig, gooddayseries, Langtooyenwithben, thesleepovershow, tgifspace, Paloycando, happyretire.ig, Bad.official.ig, u18official, mixed.up.official, okwegochannel, Fuwafuwath, etc.	
Twitter	@tgifspace, @Fuwafuwath, @gmusicth, etc.	
TikTok	Goodday.official, tigercrys, happyretire_official, badofficial.tiktok, u18official, gooddayseries, gmusicth, etc.	

Appraiser: Discover Management Company Limited, a financial advisory firm approved by the Securities and Exchange Commission (“SEC”)

Appraisal Value: Appraisal value is between 358.67 - 362.93 million Baht, appraisal date 21 April 2023.

Appraisal Criteria: Net Present Value (NPV)



Important assumptions:	<p><u>Sales revenue:</u> Revenue from content media production service, by referring to the average year 2021 - 2022 and remain constant.</p> <p><u>Cost of sales:</u> Costs in the production process consist of the filming costs and other costs, by referring to the average year 2021 - 2022 and remain constant.</p> <p><u>Discount rate:</u> 9.88 percent per year</p>
Transaction Value:	30,000,000 Baht which is lower than the appraised value by using the Net Present Value Approach. From an appraiser approved by the SEC.
Payment Term:	<p>Compensation is divided into 2 parts as follows:</p> <ul style="list-style-type: none">● <u>Compensation Part 1 - 20,000,000 Baht</u><p>The parties agree to allow the Licensee to set off the compensation part 1 with compensation that the Licensee has not exercised rights under the Online Media Licensing Agreement dated 1 November 2022 in the amount of 1,344,000 Baht. ⁽¹⁾</p><p>In this regard, the Licensee agrees to pay the remaining compensation in the amount of 18,656,000 Baht, payable in cash. The Licensee will pay compensation in 3 installments:</p><ul style="list-style-type: none">▪ The first installment: The Licensee will pay compensation in the amount of 6,000,000 Baht within 31 August 2023.▪ The second installment: The Licensee will pay compensation in the amount of 6,000,000 Baht within 30 September 2023.▪ The third installment: The Licensee will pay compensation in the amount of 6,656,000 Baht within 31 December 2024.<p><u>Remark:</u> ⁽¹⁾ According to the Online Media Licensing Agreement dated 1 November 2022, the Licensee made an advance payment for a period of 26 months, service fee of 2,184,000 Baht. But the Licensee has exercised the rights under such agreement from 1 November 2022 to 31 August 2023, for a period of 10 months, service fee of 840,000 Baht. The Licensee therefore has an outstanding amount that have not yet been exercised under the Online Media Licensing Agreement in the amount of 1,344,000 Baht.</p>● <u>Compensation part 2 - 10,000,000 Baht</u><p>The Licensee agrees to pay the remaining amount monthly for a period of 120 months, the compensation rate 83,333.33 Baht/month, in the total amount of 10,000,000 Baht, payable in cash. The Licensee will complete the payment within 31 August 2033.</p>



Agreement	Both parties have the right to terminate the agreement by notifying in writing to the
Termination	other party with the following conditions:
Conditions:	<ol style="list-style-type: none"> 1) Either party neglects or fails to comply with any of the terms and conditions of this agreement or neglect to cooperate with the other party upon reasonable request. 2) If wishing to terminate the agreement, the party who wants to terminate the agreement can terminate the agreement when there is a reasonable cause related to the performance of duties of the other party under this agreement by notifying in writing not less than 30 (thirty) days in advance. Unless in case of material breach of agreement, the party wishing to cancel has the right to terminate this agreement immediately. 3) In the event of the termination of the agreement or both parties agree to terminate the agreement, both parties must return to the original position. The Licensee must return the Licensor's online media to the Licensor. And the Licensor must return the Licensee only the compensation received in advance by deducting in proportion that the Licensee already exercised their rights. 4) The agreement parties agree that during the effective date of this agreement if the Licensor terminates the agreement before the expiration of the agreement without the fault of the Licensee, the Licensor will be responsible for any damage caused and/or may result from the termination of such agreement.

4. Transaction Size Calculation

This transaction is considered an asset acquisition according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 Re: Criteria for Significant Transactions Qualified as Acquisition or Disposal of Assets (including any amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and the Acts of Listed Companies Concerning the Acquisition or Disposition of Assets BE 2547 (including any amendments) (“**Notification on Acquisition or Disposal of Assets**”). By considering from the Company’s consolidated financial statements ending 30 June 2023 which reviewed by the Company’s certified auditor. The details of the transaction size calculation are as follows:

Calculation Criteria	Calculation	Amount (Baht)	Transaction Size
Net Tangible Asset value (NTA)	$\frac{(\text{NTA of Investment} \times \text{Acquired proportion}) \times 100}{\text{NTA of the Company}}$	-	cannot calculate
Net profit from operations	$\frac{(\text{Net profit of investment in the company} \times \text{purchase or sale ratio}) \times 100}{\text{Net profit from operations of the Company}}$	-	cannot calculate
Total Value of Consideration	$\frac{\text{The value paid or received} \times 100}{\text{Total Assets of the Company}}$	$\frac{30,000,000 \times 100}{122,889,000}$	24.41%
Capital Share Value	$\frac{\text{Number of securities held by the Company} \times 100}{\text{Number of issued and paid-up shares of the Company}}$	-	cannot calculate



Entering such transaction has a total transaction value of 30,000,000 Baht, representing 24.41% of the total assets of the Company based on total value of consideration basis; referring to the Company's consolidated financial statements ending 30 June 2023 which reviewed by the Company's certified auditor. When combined with assets acquisition of the Company within the past 6 months before the Board of Directors Meeting approved the transaction 9.34%, the total transaction size valued at 33.75% of the total assets of the Company based on total value of consideration basis, referring to the Company's consolidated financial statements ending 30 June 2023 which is higher than 15% and less than 50% of the total assets of the Company.

Therefore, the Company has to disclose information memorandum on the transaction to the Stock Exchange of Thailand (“SET”) and send the information memorandum to the shareholders of the Company within 21 days from the date of such information disclosed to the SET.

5. Expected Benefits to the Company

Due to the Online Media Licensing Agreement, dated 1 November 2022, with an agreement period of 2 years and 2 months (26 months), the Company therefore amended the Online Media Licensing Agreement to be 10 years (120 months). This will be able to create stability in long-term business operations for the Company and able to operate the business continuously including generate income and profits for the Company. This will have a positive effect on the Company's performance.

6. Sources of Funds used in the transaction to acquire assets and the adequacy of working capital

The source of funds that the Company will use in the transaction to acquire total assets of 30,000,000 Baht will come from the Company's working capital available at the date of the transaction and/or loans, depending on the cash position, liquidity of the Company, and the Company's cash flow plan.

However, on the date of payment of consideration. The Company expects the payment will not affect the Company's liquidity and working capital since the Company will have adequate cash flow from its operations.

7. Opinion of the Board of Directors on the Transaction

The Board of Directors' meeting has carefully reviewed and is of the opinion that the acquisition of such assets is appropriate. Terms and conditions are reasonable, which will be beneficial to the Company. It also helps to strengthen the potential and stability in long-term business operations for the Company.

8. Opinion of the Audit Committee and/or Directors which Is Different from the Board of Directors

- None -