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No. GRAMMY 012/2023

November 15, 2023

Subject : Entering into the office building rental contract and service fee between GR Vocal Studio Co., Ltd, a subsidiary of GMM Grammy Plc. with Sahamanoonpol Co., Ltd.

To : President  
The Stock Exchange of Thailand

In pursuant to the Board of Directors’ Meeting of GMM Grammy Public Company Limited (“**the Company**”) No. 5/2023 dated November 14, 2023, the Board has approved for GR Vocal Studio Co., Ltd. (“GRVS”), a subsidiary of the Company to enter into the office building rental transaction. GRVS will rent space in the M Theater building to be used as an office and business establishment for singing, dancing and music school from Sahamanoonpol Co., Ltd.(“Sahamanoonpol”). These transactions are classified as acquisition of assets transactions and connected transactions, as follows:

1. Transaction Date : Commencing from April 1, 2024 to March 31, 2027
2. Parties Involved
  - 2.1 Lessee : GR Vocal Studio Co., Ltd., a subsidiary of GMM Music Co., Ltd., which is considered a subsidiary of the Company. At present, GRVS has registered and paid-up capital of 7,692,000 baht.
  - 2.2 Lessor : Sahamanoonpol Co., Ltd. with a registered and paid-up capital of 240,000,000 baht.

3. Type of Transaction

GRVS, a subsidiary of the Company, will enter into the office building rental contract with Sahamanoonpol, detail of which is as follows:

- Office Building Information : M-Theatre building, a 3-storey building located at 2884/2 New Petchaburi Rd, Bang Kapi, Huai Khwang, Bangkok 10310
- Size of Rental Space : Approximately 746 square metres or 24.87% of the total office building area
- Contract Tenure : The lease term is 3 years, commencing from April 1, 2024 to March 31, 2027, with the tenant having the right to renew the contract for a period of three years.
- Rental and Service Fee : Total rental and service fees are 450 baht/sq.m./month. Fixed throughout the 3-year lease term, as detailed in the table below:

Rental and Service Period	Rental and Service Rate (baht / sq.m. /month)	Increase (%)
1 <sup>st</sup> year (April 1, 2024 – March 31, 2025)	450.00	-
2 <sup>nd</sup> year (April 1, 2025 – March 31, 2026)	450.00	0%
3 <sup>rd</sup> year (April 1, 2026 – March 31, 2027)	450.00	0%

The rates above exclude VAT and other service charges. (The market price for rental rate for office space is about 470 baht per sq.m. per month according to the independent appraisal report; 15 Business Advisory Limited, dated September 29, 2023.)

4. Total Value of Remuneration :

Approximately 12.09 million baht for the whole 3-years period (excluding VAT and related taxes and other value added services).

5. The Criteria Used :

The criteria used to determine the total rental transactions, based on the rental appraisal report document from an independent appraisal agency, namely 15 Business Advisory Limited, dated September 29, 2023.

6. Connected and Related Person:

Mr. Thanakorn Manoonpol is the director in GRVS and has a shareholding proportion in Sahamanoonpol Co., Ltd. of 4.58%. The Manoonpol's family includes Mr. Chailert Manoonpol (father), Mrs. Chirayu Manoonpol (mother), Mr. Tanasak Manoonpol (elder brother) and Mr. Thanakorn Manoonpol together hold shares in Sahamanoonpol Co., Ltd. in the proportion of 25.42%. Mr. Chailert Manoonpol and Mrs. Chirayu Manoonpol are also authorized director of Sahamanoonpol Co., Ltd.

7. Opinion of the Board of Directors and the Audit Committees on the transaction:

The Board of Directors and the Audit Committee concurred that the above transactions are indeed connected transaction with reasonable value for a 3-year contract that is reasonable, corresponds to the market prices, and beneficial to the company's interests. Mr. Thanakorn Manoonpol did not attend the meeting as he was a stakeholder and connected person.

8. Type of Transaction and its Condition

Agreeing to enter into the above transactions of the Company's subsidiaries according to the price appraised by the independent appraiser.

Entering into such transaction is an acquisition of assets of the Company under the Notification of the Board of Governors of the Stock Exchange of Thailand ("SET") No. Bor Chor/Por 21-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) and the Notification of Capital Market Supervisory Board No. Tor Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets ("Notification on Acquisition or Disposal of Assets"). The transaction size of the Company's is 0.20 % based on the calculation of total value of consideration paid or received of the latest consolidated financial statements of the Company and its subsidiaries as of September 30, 2023, reviewed by the certified auditor. If it includes any transactions made during the past 6 months. Thus, the total transaction size is 0.95% based on the calculation of total value of consideration paid or received, with the total transaction size lower than 15% Thus, the disclosure of this transaction is not required pursuant to disclosure rule for the acquisition and disposition of assets.



This transaction is considered a connected transaction with the total transaction value more than 1 million baht but less than 3% of net tangible assets value of the Company and its subsidiaries under the latest consolidated financial statements of the Company and its subsidiaries as of September 30, 2023, reviewed by the certified auditor. As rental period is not more than 3 years, according to the Notification of the Stock Exchange of Thailand Subject: Information Disclosure and Procedures of Listed Companies on Connected Transactions (No.2) B.E. 2547 which was consented by the Audit Committee and approved by the Board of Directors and information disclosure to SET, these transactions are not required the approval from the Shareholders' Meeting.

Please be informed accordingly.

Sincerely yours,

(Miss Janjira Panitpon)  
Chief Financial Officer  
Authorized Person for Information Disclosure