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**Information Memorandum on the Asset Disposal of
Nation Multimedia Group Public Company Limited**

The Board of Directors' Meeting of Nation Multimedia Group Public Company Limited (the **"Company"**) No. 8/2018, held on 17 August 2018 has a resolution for the Company to dispose all investments in NML Co., Ltd. (**"NML"**) (a subsidiary of the Company holding the license and operating transportation business) in the total number of 4,999,998 shares, equivalent to 99.99996 percent of the total NML shares to SPP Intelligence Co., Ltd. (the **"Purchaser"**) at an approximate price of Baht 1.80 per share, amounting to the total of Baht 9,000,000 or the price after adjustment according to the statement of financial position of NML as of 30 June 2018 (please see more details in Clause 2 regarding selling price). After the disposal of all investments in NML, NML will cease to be a subsidiary of the Company.

The transaction mentioned above is considered as a disposal of assets in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 (2008) Re: Rule on Entering into Material Transactions Deemed as Acquisition or Disposal of Asset dated 31 August 2008 (as amended) 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 or Disposal of Asset B.E. 2547 (2004) dated 29 October 2004 (as amended) (the **"Notification on Acquisition or Disposal of Assets"**). The highest transaction value equals 1.82 percent based on the value of consideration basis. The highest transaction value is derived from this method of calculation, whereby the calculation is based on the Company's reviewed consolidated financial statements as of 30 September 2017. When combining with the transaction of disposal of asset during the period of six months prior to the date on which the Company's Board of Directors has approved to dispose all investments in NML, i.e. one transaction of the disposal of all investments in Nation U Company Limited, having the highest transaction value of 45.04 percent based on the net tangible asset basis, calculated from the Company's reviewed consolidated financial statements as of 30 September 2017, the total highest transaction value of the Company will be 45.04 percent based on the net tangible asset basis, being considered as a Class 2 transaction under the Notification on Acquisition or Disposal of Assets. As a result, the Company is required to immediately disclose the information memorandum on entering into such transaction to the Stock Exchange of Thailand (the **"SET"**) and send a circular letter to the shareholders of the Company within 21 days from the date on which the information memorandum on entering into such transaction is disclosed to the SET.

Therefore, the Company would like to disclose the details of the transaction as prescribed by the Notification on Acquisition or Disposal of Assets as follows:

1. Day/month/year in which the transaction occurs

The Company will sign the share purchase agreement for NML shares and/or other related agreements within 28 August 2018 in accordance with the resolution of the Board of Directors No. 8/2018 of the Company, held on 17 August 2018. Involved parties and relationships between the parties

2. Involved parties and relationships between the parties

Share Purchase Agreement of NML Co., Ltd.	
Seller	The Company
Purchaser	SPP Intelligence Co., Ltd., which is not a connected person of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 (2008) Re: Rules on Connected

	Transactions dated 31 August 2008 (as amended) 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, dated 19 November 2003 (as amended) (collectively, the “ Notifications on Connected Transactions ”).
Detail of the asset to be disposed of	4,999,998 ordinary shares of NML, equivalent to 99.99996 percent of the total number of shares of NML
Selling price	The approximate price per share is Baht 1.8, equivalent to the total value of Baht 9,000,000 or the price after adjustment in the case where the statement of financial position of NML as of 30 June 2018, to be subsequently submitted by the Company to the Purchaser, shows that there is a deficit in shareholders’ equity of more than Baht 65,000,000. In this case, the selling price of the shares will be deducted by the deficit amount of shareholders’ equity as of 30 June 2018 which exceeds Baht 65,000,000 (“ Price Adjustment ”). According to NML’s statement of financial position as of 30 June 2018, the deficit in the shareholders’ equity was less than Baht 65,000,000. Therefore, the selling price will be Baht 9,000,000 in total and no Price Adjustment is made.
Important condition precedents	<ol style="list-style-type: none"> 1. The Company has obtained approval granted by the resolution of a meeting of the Board of Directors of the Company on the selling of all ordinary shares in NML to the Purchaser. 2. The Company has used its best efforts to cause all of NML’s employees and staff to consent to and accept the employee welfare policy and any other benefits prescribed by the Purchase. 3. NML has prepared the financial statements for the accounting period ended 31 December 2017, duly certified by a certified public accountant and containing the information on liabilities, shareholders’ equity and cash of NML as of the end of the accounting period on 31 December 2017 which is not significantly different from the information disclosed by the Company and/or NML to the Purchaser prior to the entering into the share purchase agreement for NML shares. Any event that may cause the value of NML’s assets to decrease by ten percent or more or by more than Baht 5,000,000 is considered an event having a significantly adverse impact. 4. The debt restructuring agreement between the Company and NML and the land lease agreement under which the Company as a lessor will permit NML to lease and utilize the Company’s land and structures for NML’s business operation, have been signed. 5. The Company has agreed to enter into an agreement to engage NML to provide transportation services for printing media, with a minimum contractual term of two years and terms and conditions to be mutually agreed upon by the parties.
Conditions for the debt payment by	The Company and NML will enter into a debt restructuring agreement upon payment of the selling price of NML shares as specified in the share purchase agreement for NML shares. The Company agrees to

NML to the Company	<p>reduce the amount of debt as appearing on the Company's financial statements as of the closing date of the share purchase specified in the share purchase agreement for NML sharesto Baht 50,000,000 for NML and NML agrees to release all obligations owed by the Company to NML as appearing on the Company's financial statements as of the closing date of the share purchase specified in the share purchase agreement for NML shares.</p> <p>NML agrees to make payment for the debt after the reduction in five installments to the Company at Baht 10,000,000 per installment and in each installment payment of Baht 2,000,000 by NML, the Company agrees to reduce the debt due for each installment by Baht 8,000,000.</p> <p>NML will make payment for each installment by the last business day of each month. The first installment is due within 31 August 2018 and the last installment is due within the last business day of December 2018. For payment of the first installment, the Company and NML agree that NML may pay the first installment within 28 September 2018 but this will not result in postponing any other installment periods or extending any repayment period.</p> <p>In the case where NML defaults in payment, the Company shall have the right to terminate the agreement by giving written notice to NML requiring it to remedy such default within a period of not less than 15 days. If NML fails to do so, the Company shall have the right to terminate the agreement, claim compensation and enforce payment of any existing debt immediately upon expiration of the said period.</p>
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3. General characteristics of the transaction and transaction value and details of the asset disposal

3.1 General Characteristics

The Company will dispose all investments in NML, a subsidiary of the Company holding the license and operating transportation business,in the total number of 4,999,998 shares , equivalent to 99.99996 percent of the total NML shares to SPP Intelligence Co., Ltd. at an approximate price of Baht 1.80 per share, amounting to the total of Baht 9,000,000 or the price after the Price Adjustment. After the disposal of the NML's ordinary shares, NML shall no longer be a subsidiary of the Company.

3.2 Calculation of transaction value

The calculation under the Notification on Acquisition or Disposal of Assets based on the latest reviewed consolidated financial statements of the Company and NML for the nine-month period ended 30 September 2017 has the details as follows:

1. Net Tangible Asset Criteria

Cannot be calculated, as the Company's net tangible asset is negative.

2. Net Profits from Normal Operation Criteria

Cannot be calculated, as the Company's net profit is negative.

3. Total Value of Consideration Criteria

$$\text{Total Value of Consideration} = \frac{(\text{Paid or received transaction value} \times 100)}{\text{Total asset of the listed company}}$$

$$\text{Paid or Received Transaction Value} = \text{Selling price} + \text{value of unpaid debt due to the Company}$$

$$= 9.00 + 75.87$$

$$= 84.82$$

$$\text{Total Value of Consideration} = \frac{84.82 \times 100}{4,654.84}$$

$$= 1.82\%$$

4. Value of Securities Issued as Consideration for the Acquisition of the Asset Criteria

Cannot be calculated, as the Company did not issue securities for the assets acquisition.

From the calculation of the transaction value above, the highest transaction value equals 1.82 percent under the value of consideration basis. The highest transaction value is derived from this method of calculation, whereby the calculation is based on the Company's reviewed consolidated financial statements as of 30 September 2017. When combining with the transaction of disposal of asset during the period of six months prior to the date on which the Company's Board of Directors has approved to dispose all investments in NML, i.e. one transaction of the disposal of all investments in Nation U Company Limited, having the highest transaction value of 45.04 percent based on the net tangible asset basis, calculated from the Company's reviewed consolidated financial statements as of 30 September 2017, the total highest transaction value of the Company will be 45.04 percent based on the net tangible asset basis which is considered a Class 2 transaction under the Notification on Acquisition or Disposal of Assets. As a result, the Company is required to immediately disclose the information memorandum on entering into such transaction to the SET and send a circular letter to the shareholders of the Company within 21 days from the date on which the information memorandum on entering into such transaction is disclosed to the SET.

***Remark:** As the entering into this transaction occurred on 17 August 2018 before the date on which the auditor duly audited the Company's 2017 financial statements ended on 31 December 2017, i.e. 24 August 2018, the calculation of the transaction value is then based on the latest reviewed consolidated financial statements of the Company and NML for the nine-month period ended 30 September 2017. The Company would like to state that if the calculation for the transaction value is based on the 2017 financial statements, the calculated highest transaction value will not be different from the value calculated from such reviewed consolidated financial statements.*

3.3 Rationale and background of the transaction

Currently, the Company encounters the situation of the lack of financial liquidity and the cash flow for the business operation, as the Company has continuous loss. Thus, the Company considers the business restructure of the Company for purpose of handling the impacts from the downturn of the current economy, including the downturn of several industries other than the main businesses of the Company (one of which is transportation business). After the disposal of its investment in NML, the Company would proceed with its strategies and policies to engage in the core business in which it has expertise, i.e. the production of media business, television media business, and news contents. The asset disposal transaction is not the main business of the Company; thus, it does not have any impact on the

operation of the Company. Furthermore, this asset disposal will help reduce debt burden of the Company, resulting in that the Company is able to repay the debt within time specified and operate the business on a continuous basis.

Furthermore, the asset disposal above helps reduce the risk from the management of the financial structure, resulting in the increase of the liquidity of the Company, accommodating the need for the cash flow of the Company by its demand.

4. Description of asset to be disposed of

Details of NML are as follows:

4.1 General information

Name of the Company	NML Co., Ltd.
Juristic Registration No.	0105549115491
Type of Business	Transportation and loading of goods and passengers
Principal Office	1854 Bang Na-Trad Rd. Bang Na, Bang Na, Bangkok
Registered Capital	Baht 50,000,000
Paid-Up Capital	Baht 50,000,000
No. of Ordinary Shares	5,000,000 shares
No. of Preference Shares	- None -
Par Value	Baht 10 per share

4.2 List of Shareholders as of 17 August 2018

No.	List of Shareholders of NML	No. of Ordinary Shares	Percentage
1.	Nation Multimedia Group Public Company Limited	4,999,998	99.99996
2.	Mr. Sirichai Chananam	1	0.00002
3.	Mr. Supoth Piansiri	1	0.00002
	Total	5,000,000	100.00

4.3 List of Directors of the Company as of 17 August 2018

No.	List of Directors of NML	Position
1.	Miss Mathaya Osathanond	Director
2.	Mr. Sirichai Chananam	Director
3.	Mr. Supoth Piansiri	Director

4.4 Financial information

1) Information in the Consolidated Financial Statements of NMG for the years 2014-2016 and the nine-month period of 2017

(Unit : Baht Thousand)

Statement of financial position	2014	%	2015	%	2016	%	3Q - 2017	%
Cash and cash equivalents	652,870	8%	207,525	3%	233,694	3%	238,968	5%
Current investments	694,500	8%	822,150	10%	422,376	6%	92,496	2%
Trade accounts receivable - net	550,644	6%	588,557	7%	398,049	6%	276,944	6%
Accrued income	427,950	5%	782,780	10%	790,269	11%	702,739	15%
Other receivables	77,600	1%	85,826	1%	89,842	1%	78,060	2%
Inventories - net	386,599	5%	379,968	5%	136,926	2%	92,356	2%
Other current assets – net	254,646	3%	288,077	3%	381,310	5%	361,802	8%
Total current assets	3,044,809	36%	3,154,883	38%	2,452,466	35%	1,843,365	40%
Long-term investments	69,037	1%	32,419	0%	30,572	0%	27,118	1%
Property, plant and equipment – net	1,697,384	20%	1,646,419	20%	1,485,521	21%	1,339,476	29%
Investment properties	38,000	0%	44,678	1%	75,447	1%	68,101	1%
Intangible assets – net	68,878	1%	115,517	1%	174,142	2%	76,271	2%
Frequency wave and TV business license	3,376,188	39%	2,783,780	34%	2,574,171	36%	1,014,644	22%
Deferred tax assets	115,664	1%	262,922	3%	112,053	2%	102,699	2%
Other non-current assets	165,924	2%	196,600	2%	171,858	2%	183,162	4%
Total non-current assets	5,531,075	64%	5,082,335	62%	4,623,764	65%	2,811,471	60%
Total assets	8,575,884	100%	8,237,218	100%	7,076,230	100%	4,654,836	100%
Bank overdrafts and short-term loans from financial institutions	628,680	7%	590,385	7%	939,431	13%	1,222,789	26%
Trade accounts payable	108,345	1%	133,706	2%	99,264	1%	109,366	2%
Current portion of accrued fees for frequency wave and TV business license	473,800	6%	556,204	7%	584,069	8%	296,381	6%
Current portion of long-term loans from financial institutions	100,800	1%	-	0%	120,000	2%	132,000	3%

Short-term loans	-	0%	-	0%	160,000	2%	207,405	4%
Current portion of finance lease liabilities	2,968	0%	1,561	0%	1,066	0%	-	0%
Other payables	206,719	2%	119,649	1%	146,136	2%	181,505	4%
Accrued expenses	235,418	3%	216,232	3%	187,345	3%	154,123	3%
Accrued income tax	3,830	0%	1,369	0%	50	0%	-	0%
Other current liabilities	207,674	2%	236,238	3%	248,669	4%	213,038	5%
Total current liabilities	1,968,234	23%	1,855,344	23%	2,486,030	35%	2,516,607	54%
Accrued fees for frequency wave and TV business license	2,470,400	29%	1,714,138	21%	1,130,070	16%	1,125,205	24%
Long-term loans from financial institutions - net	15,356	0%	-	0%	158,833	2%	85,652	2%
Finance lease liabilities – net	2,832	0%	1,271	0%	-	0%	-	0%
Deferred tax liabilities	-	0%	17,826	0%	20,909	0%	21,613	0%
Employee benefit obligations	149,358	2%	163,856	2%	167,253	2%	135,134	3%
Other non-current liabilities	153,539	2%	130,432	2%	105,061	1%	94,970	2%
Total non-current liabilities	2,791,485	33%	2,027,523	25%	1,582,126	22%	1,462,547	31%
Total liabilities	4,759,719	56%	3,882,867	47%	4,068,156	57%	3,979,154	85%
Ordinary shares – fully paid up	1,757,663	20%	2,155,849	26%	2,155,959	30%	2,155,959	46%
Premium on shares	802,590	9%	1,169,345	14%	1,169,694	17%	1,169,694	25%
Premium on ordinary shares of subsidiaries	94,329	1%	95,398	1%	96,605	1%	96,939	2%
Warrants to purchase ordinary shares	14,287	0%	18,665	0%	30,012	0%	34,041	1%
Reserve for the purchase of warrants	-	0%	(91,013)	-1%	(91,013)	-1%	(91,013)	-2%
Other components of shareholders' equity	24,844	0%	(4,250)	0%	(4,232)	0%	95	0%
Retained earnings								
- Legal reserves	19,700	0%	32,700	0%	32,700	0%	32,700	1%
- Unappropriated	641,394	7%	522,640	6%	(708,949)	-10%	(2,844,215)	-61%
Non-controlling interest	461,358	5%	455,017	6%	327,298	5%	121,482	3%
Total shareholders' equity	3,816,165	44%	4,354,351	53%	3,008,074	43%	675,682	15%
Total liabilities and shareholders' equity	8,575,884	100%	8,237,218	100%	7,076,230	100%	4,654,836	100%

(Unit : Baht Thousand)

Statement of income	2014	%	2015	%	2016	%	3Q - 2017	%
Revenue from sale and services	2,827,711	96%	3,014,590	95%	2,097,393	96%	1,305,374	96%
Revenue from investments	41,501	1%	28,810	1%	22,604	1%	7,891	1%
Gain on disposal of investments	-	0%	61,521	2%	1,228	0%	-	0%
Gain from bargain purchase	7,579	0%	-	0%	-	0%	-	0%
Other income	74,011	3%	60,115	2%	60,838	3%	49,981	4%
Total income	2,950,802	100%	3,165,036	100%	2,182,063	100%	1,363,246	100%
Cost of services	1,983,778		2,209,915		2,000,460		1,347,165	
Administrative expenses	795,445		863,492		1,107,572		2,219,787	
Total expenses	2,779,223		3,073,407		3,108,032		3,566,952	
Operating profit (loss) before interest and tax	171,579		91,629		(925,969)		(2,203,706)	
Finance costs	(71,167)		(166,022)		(152,358)		(128,928)	
Tax income (expense)	(30,748)		101,035		(163,781)		(8,966)	
Share of profit (loss) from investments in associates	427		320		1,080		(57)	
Net profit (loss)	70,091		26,962		(1,241,028)		(2,341,657)	
(Less) non-controlling interests	(5,633)		8,620		138,183		206,492	
Net profit (loss) attributable to owners of the parent	64,458		35,582		(1,102,845)		(2,135,165)	

2) Information in the Financial Statements of NML for the years 2014-2016 and the nine-month period of 2017

NML Co., Ltd.

(Unit : Baht Thousand)

Statement of income	2014	%	2015	%	2016	%	3Q - 2017	%
Revenue from sale and services	247,423	99%	226,362	98%	204,773	98%	168,343	99%
Revenue from investments	21	0%	13	0%	8	0%	3	0%
Gain on disposal of investments	-	0%	3	0%	4	0%	4	0%
Gain from bargain purchase	-	0%	-	0%	-	0%	-	0%
Other income	3,549	1%	4,527	2%	4,542	2%	1,481	1%
Total income	250,993	100%	230,905	100%	209,327	100%	169,831	100%
Cost of services	209,841		224,796		216,116		173,902	
Administrative expenses	21,025		6,152		10,678		14,519	
Total expenses	230,866		230,948		226,794		188,421	
Operating profit (loss) before interest and tax	20,127		(43)		(17,467)		(18,590)	
Finance costs	(555)		(450)		(355)		(266)	
Tax income (expense)	(4,641)		(40)		(357)		(302)	
Net profit (loss)	14,931		(533)		(18,179)		(19,158)	
(Less) non-controlling interests								
Net profit (loss) attributable to owners of the parent	14,931		(533)		(18,179)		(19,158)	

NML Co., Ltd.

(Unit : Baht Thousand)

Statement of financial position	2014	%	2015	%	2016	%	3Q - 2017	%
Cash and cash equivalents	6,146	9%	5,395	8%	3,795	6%	5,803	9%
Trade accounts receivable - net	29,876	44%	37,821	55%	30,818	49%	33,233	51%
Accrued income	22,331	33%	9,089	13%	13,899	22%	11,808	18%
Other receivables	3,267	5%	3,210	5%	890	1%	995	2%
Other current assets – net	1	0%	2,483	4%	2,353	4%	1,791	3%
Total current assets	61,621	91%	57,998	85%	51,755	82%	53,630	82%
Restricted deposits	132	0%	10	0%	-	0%	-	0%
Property, plant and equipment – net	3,636	5%	8,059	12%	7,238	11%	5,413	8%
Intangible assets – net	241	0%	161	0%	80	0%	20	0%
Deferred tax assets	1,567	2%	1,732	3%	1,374	2%	1,072	2%
Other non-current assets	440	1%	466	1%	2,617	4%	4,973	8%
Total non-current assets	6,016	9%	10,428	15%	11,309	18%	11,478	18%
Total assets	67,637	100%	68,426	100%	63,064	100%	65,108	100%
Trade accounts payable	2,714	4%	2,332	3%	3,161	5%	6,194	10%
Other payables	40,025	59%	40,670	59%	55,675	88%	73,814	113%

Accrued expenses	5,679	8%	6,262	9%	6,547	10%	8,286	13%
Accrued income tax	345	1%	-	0%	-	0%	1	0%
Other current liabilities	1,319	2%	966	1%	853	1%	947	1%
Total current liabilities	50,082	74%	50,230	73%	66,236	105%	89,242	137%
Employee benefit obligations	7,370	11%	8,399	12%	6,275	10%	4,727	7%
Other non-current liabilities	4,190	6%	4,335	6%	3,270	5%	3,014	5%
Total non-current liabilities	11,560	17%	12,734	19%	9,545	15%	7,741	12%
Total liabilities	61,642	91%	62,964	92%	75,781	120%	96,983	149%
Ordinary shares – fully paid up	50,000	74%	50,000	73%	50,000	79%	50,000	77%
Retained earnings	-		-		-		-	
- Legal reserves	-	0%	-	0%	-	0%	-	0%
- Unappropriated	(44,005)	-65%	(44,538)	-65%	(62,717)	-99%	(81,875)	126%
Total shareholders' equity	5,995	9%	5,462	8%	(12,717)	-20%	(31,875)	-49%
Total liabilities and shareholders' equity	67,637	100%	68,426	100%	63,064	100%	65,108	100%

5. Total value of consideration

The Company will dispose all investments in NML, i.e., disposing 4,999,998 ordinary shares of NML, equivalent to 99.99996 percent of the total NML shares to SPP Intelligence Co., Ltd. at an approximate price of Baht 1.80 per share, amounting to the total of Baht 9,000,000 or the price after the Price Adjustment. In addition, according to NML's financial statements as of 30 June 2018, NML's debt owed to the Company was Baht 75.82 million. After the disposal of all investments in NML, NML will cease to be a subsidiary of the Company.

6. Criteria to determine total value of consideration

The price and conditions for the disposal of all investments in NML of 4,999,998 ordinary shares, equivalent to 99.99996 percent of the total NML shares at the total price of Baht 9,000,000 or the price after the Price Adjustment and the receipt of debt repayment for five instalments at Baht 2,000,000 per instalment (for additional details, please see the conditions regarding the debt payment of NML to the Company in Clause 2 Relevant parties and relationships between the parties) are derived from the negotiation between the Purchaser and the Company, together with the business valuation.

The value of consideration takes into account the appraisal of the shares of the business by different approaches, i.e. book value approach, adjusted book value approach, price to book value approach and discounted cash flow approach, performed by Orion Advisory Company Limited as the financial advisor of the Company. The result of the appraisal of the shares of NML equals 0 as NML had suffered loss in operation and had a negative cash flow and shareholders' equity. The disposal of the above asset helps reduce the Company's burden of providing financial support to NML for its business operation. From 2016 to June 2018, the Company granted around Baht 5 – 20 million per year to NML.

In this regard, the Board of Directors has considered and had the opinion that the pricing criteria are appropriate. The Company can sell the asset at the price in line with the market and industrial conditions during the downturn of the economy. The Company needs to use such cash flow for debt repayment and working capital of the Company.

The selling price of all NML's ordinary shares at Baht 9,000,000 together with the amount of debt repayment for a five-instalment period at Baht 2,000,000 per instalment (for additional details, please see the conditions regarding the debt payment of NML to the Company in Clause 2 Relevant parties and relationships between the parties), achieved by negotiation with the Purchaser, are less than the "base

price” of the bidding, i.e. Baht 39,400,000 as approved by the Extraordinary General Meeting of Shareholders No. 1/2018, held on 28 February 2018. The Company attempted to sell the asset through two biddings during March and April 2018, but there was no one interested in submitting the bid and therefore the Company by the Extraordinary General Meeting of Shareholders No. 2/2018, held on 19 June 2018, resolved to cancel the approval on the disposal of the asset under Agenda 3 of the Extraordinary General Meeting of Shareholders No. 1/2018, held on 28 February 2018 because in practice the “base price” approved in Agenda 3 of such meeting was not in line with the market conditions of each asset at the time of the bidding.

7. Expected benefits to the Company from the asset disposal

- 7.1 This asset disposal is part of restructuring plan of business group with a view to withstand the potential impacts from the downturn of the current economy, as well as, to commit in pursuing its strategies and policies to engage in the core business in which it has expertise, i.e. printing media (the newspaper: Bangkok Biz, The Nation, Kom Chad Luek), organizing of relevant activities, production of the contents, and television media (Digital television station: Nation 22) of NBC group and business of NINE group) and the production of the program contents, which are all business that the Company has the experiences and expertise, and are truly the strength of the Nation Group.
- 7.2 The asset disposal will help reduce the debt burden of the Company, resulting in the Company being able to repay the debts within time specified and operate the business smoothly. Currently, the Company has the debts with interest with financial institutions and short-term loans of approximately Baht 1,349 million, and the Company will use the proceeds received from the transaction to repay the short-term debts of the Company, which are the bills of exchange and the promissory notes, and the Company will repay the short-term debts with high interest rate and the debts that have assets of the Company as the collateral first.
- 7.3 The asset disposal above helps reduce the risk from the management of the financial structure, resulting in the increase of the liquidity of the Company, accommodating the need for the cash flow of the Company by its demand.
- 7.4 The disposal of the above asset also helps reduce the Company’s burden of providing financial support to NML for its business operation. From 2016 to June 2018, the Company granted around Baht 5 – 20 million per year to NML.

8. Plans for utilizing the proceeds from the asset disposal

Proceeds received from the disposal of the investments in NML would be used to reduce the debt burden of the Company, as the Company currently has the debt with the financial institutions and short-term loans of Baht 1,349 million, and also the debt of the digital television license fee of Baht 1,421.59 million, totaling of Baht 2,770.59 million. This is for the Company to be able to repay the debt within the specified time and to be able to reduce the burden of increasing interest that occurs from the debt burden.

Furthermore, the Company may use the proceeds as the working capital for the main business of the Company that it has the expertise and in accordance with the policy of the Company, i.e. printing media, organizing of relevant activities, production of the contents, television media, and the production of the program contents, including the relevant businesses that have the potential to grow and support the main business of the Company, for the Company to be able to continuously operate.

9. Condition for the entering into the transaction

This entering into the transaction is considered as a Class 2 disposal of listed company’s assets under the Notification on Acquisition or Disposal of Assets. After the Company has obtained approval

from the meeting of Board of Directors No. 8/2018, held on 17 August 2018, the Company is required to immediately disclose the information memorandum on entering into such transaction to the SET and send a circular letter to the shareholders of the Company containing the minimum information as required by the Notification on Acquisition or Disposal of Assets within 21 days from the date on which the information memorandum on entering into such transaction is disclosed to the SET.

The Company will enter into the share purchase agreement for NML shares and/or other related agreements within 28 August 2018 and expects to receive all payments for the relevant asset from the parties involved within 14 September 2018. With regard to the condition on the repayment of debt owed by NML to the Company, the Company and NML will enter into the debt restructuring agreement within 28 August 2018 under which NML shall make the payment in installments, with the last payment due within the last business day of December 2018.

10. Opinion of the Board of Directors on the entering into the transaction

The meeting of the Board of Directors No. 8/2018, held on 17 August 2018, has carefully considered this transaction, by considering the conditions of the transaction, the appropriateness of the sale value and the ability to repay of the Purchaser and viewed that the Purchaser which is a subsidiary of Single Point Parts (Thailand) Public Company Limited, the company listed on the SET, is reliable and financially stable and has the ability to make payment under the specified conditions. The Purchaser has also expressed its intention to enter into the share purchase agreement for NML shares by placing a deposit of Baht 1,000,000 in advance by cashier cheque. Therefore, the Board of Directors has an opinion that the entering into the transaction is appropriate and for the benefits of the Company and the shareholders, and under reasonable conditions.

The Company would like to inform that the Company and the Purchaser have already entered into the share purchase agreement for NML shares and/or other related agreements by 28 August 2018.

11. Opinion of the Audit Committee and/or opinion of the director which is different from the opinion of the Board under Clause 10

All directors of the Company have the same opinions as specified in the Board of Directors' resolution above (unanimity) and no audit committee member has an opinion different from such Board's resolution.

The Board of Directors certifies that all information contained in this Information Memorandum is true, complete and accurate in all respects.

Information Memorandum 2

1) Responsibility of the Board of Directors on Information Memorandum which is sent to Shareholders

The Board of Directors of the Company have reviewed and examined the information of this memorandum with care and certified that the information contained in this memorandum is accurate, complete, truth, not materially misleading and no important information, which should be disclosed, are omitted.

2) The Qualification of Independent Financial Advisor to Express the Opinion of the Transaction

-None-

3) Financial Statements

Remark: As the entering into this transaction occurred on 17 August 2018 before the date on which the auditor duly audited the Company's 2017 financial statements ended on 31 December 2017, i.e. 24 August 2018, the information appeared in this Information Memorandum 2 shall then be based on the latest reviewed consolidated financial statements of the Company and NML for the nine-month period ended 30 September 2017 which are the financial statements used in the calculation for the transaction value. In addition, the Company would like to state that if the calculation for the transaction value is based on the 2017 financial statements, the calculated highest transaction value will not be different from the value calculated from such reviewed consolidated financial statements.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Statement of financial position

Consolidated financial statements

Assets	2013	2014	2015	2016	Q3 2017
<i>Current assets</i>					
Cash and cash equivalents	1,467,849,138	652,869,443	207,525,311	233,693,922	238,968,329
Current investments	138,320,000	694,500,000	822,149,643	422,376,193	92,496,084
Trade accounts receivables	757,771,277	550,643,694	588,556,740	398,048,724	276,944,440
Accrued income	165,420,566	427,950,416	782,780,106	790,269,095	702,739,201
Other receivables	68,579,402	77,600,289	85,826,136	89,842,411	78,059,344
Inventories	274,048,248	386,599,141	379,967,569	136,926,036	92,356,323
Other current assets	200,974,578	254,646,276	288,077,194	381,309,520	361,801,325
Total current assets	3,072,963,209	3,044,809,259	3,154,882,699	2,452,465,901	1,843,365,045
<i>Non-current assets</i>					
Restricted deposits	2,589,301	3,330,908	2,682,654	861,618	1,250,100

Investment in associate companies	27,791,492	21,756,420	22,076,249	23,156,526	23,099,649
Investments in subsidiaries		-	-	-	-
Long-term investments in related parties		-	-	-	-
Long-term investments in other companies	31,199,517	47,280,600	10,342,497	7,415,844	4,019,185
Investment properties	38,000,000	38,000,000	44,677,757	75,446,583	68,100,638
Property, plants and equipment	1,740,049,863	1,700,949,217	1,646,419,498	1,485,520,797	1,339,475,205
Intangible assets	83,929,434	65,312,990	115,517,353	174,142,242	76,270,900
Digital television licenses	-	2,992,824,303	2,783,779,533	2,574,170,702	1,014,644,337
Deferred tax assets	98,775,128	129,280,587	262,921,978	112,053,123	102,699,697
Other non-current assets	255,721,922	162,592,750	193,917,736	170,996,910	181,911,497
Total non-current assets	2,278,056,657	5,161,327,775	5,082,335,255	4,623,764,345	2,811,471,208
Total assets	5,351,019,866	8,206,137,034	8,237,217,954	7,076,230,246	4,654,836,253

Liabilities and shareholders' equity

Current liabilities

Bank overdrafts and short-term loans from financial institutions	293,915,945	628,680,584	590,384,836	939,430,992	1,222,788,850
Trade accounts payable	115,357,241	108,345,331	133,706,003	99,264,197	109,366,094
Other payables	206,368,243	206,718,660	119,649,313	146,135,435	181,505,446
Current amount of digital television license payables		358,579,929	556,203,640	584,068,719	296,380,330
Current amount of long-term liabilities from financial institutions	120,331,250	100,800,000	-	120,000,000	132,000,000
Short-term loans		-	-	160,000,000	207,404,897
Current amount of finance lease liabilities	7,825,544	2,967,817	1,561,041	1,066,172	-
Accrued expenses	235,409,631	235,417,986	216,231,989	187,344,952	154,123,120
Current income tax payable	2,795,427	3,830,147	1,369,142	50,181	-
Other current liabilities	144,863,158	207,673,815	236,238,259	248,669,057	213,038,571
Total current liabilities	1,126,866,439	1,853,014,269	1,855,344,223	2,486,029,705	2,516,607,307

Non-current liabilities

Digital television licenses payables

		2,270,342,030	1,714,138,390	1,130,069,671	1,125,205,314
Long-term loans from financial institutions	152,217,879	15,356,293	-	158,833,333	85,625,000
Finance lease liabilities	5,799,642	2,831,825	1,270,784	-	-
Deferred tax liabilities	-	-	17,826,173	20,909,398	21,613,146
Employee benefits obligations	134,458,894	149,357,718	163,856,203	167,252,750	135,133,979
Other non-current liabilities	147,047,965	153,538,659	130,431,918	105,061,289	94,970,138
Total non-current liabilities	439,524,380	2,591,426,525	2,027,523,468	1,582,126,441	1,462,547,577
Total liabilities	1,566,390,819	4,444,440,794	3,882,867,691	4,068,156,146	3,979,154,884
<i>Shareholders' equity</i>					
Share capital					
Authorised share capital	2,663,572,195	2,663,572,195	2,663,572,195	2,663,572,195	2,663,572,195
Issued and paid-up share capital	1,751,120,832	1,757,662,976	2,155,848,809	2,155,959,049	2,155,959,049
Share premium		-	-	-	-
Premium on ordinary shares	784,501,401	802,589,749	1,169,344,804	1,169,694,244	1,169,694,244
Premium on ordinary shares of subsidiaries	94,372,016	94,328,676	95,397,593	96,604,862	96,939,173
Warrants	5,135,848	14,287,705	18,665,439	30,012,457	34,040,577
		-	-	-	-
Reserve on acquisition of warrants		-	(91,013,286)	(91,013,286)	(91,013,286)
Retained earnings (Deficit)		-	-	-	-
Appropriated earnings		-	-	-	-
Legal reserve	11,700,000	19,700,000	32,700,000	32,700,000	32,700,000
Unappropriated earnings (Deficit)	650,840,315	592,911,367	522,640,169	(708,949,691)	(2,844,211,788)
Other components of shareholders' equity	11,979,210	24,844,077	(4,250,405)	(4,231,727)	95,121
Equity attributable to owners of the parent company	3,309,649,622	3,306,324,550	3,899,333,123	2,680,775,908	554,203,090
Non-controlling interests	474,979,425	455,371,690	455,017,140	327,298,192	121,478,279
Total shareholders' equity	3,784,629,047	3,761,696,240	4,354,350,263	3,008,074,100	675,681,369
Total liabilities and shareholders' equity	5,351,019,866	8,206,137,034	8,237,217,954	7,076,230,246	4,654,836,253

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Nation Multimedia Group Public Company Limited and its Subsidiaries

Statement of comprehensive income

Consolidated financial statements

	2013	2014	2015	2016	Q3 2017
<i>Income</i>					
Revenue from sale of goods and rendering of services	2,949,252,788	2,827,711,317	3,014,589,717	2,097,392,625	1,305,374,204
Investment income	27,455,893	41,501,285	28,809,932	22,603,972	7,890,979
Gains from disposal of investments	-	-	61,521,601	1,228,398	
Other income	83,157,067	74,478,893	60,115,007	60,837,862	49,981,285
Total revenue	3,059,865,748	2,943,691,495	3,165,036,257	2,182,062,857	1,363,246,468
<i>Expenses</i>					
Costs of sales of goods and rendering of services	1,795,387,440	1,964,813,254	2,209,914,777	2,000,459,926	1,347,164,653
Sales expenses	292,663,761	259,812,841	296,531,100	212,949,366	75,008,048
Administrative expenses	547,154,144	528,521,362	566,961,134	690,177,550	2,144,779,397
Losses on business restructuring of subsidiaries					
Finance costs	76,673,764	158,217,893	166,022,727	152,358,315	128,928,486
Total expenses	2,711,879,109	2,911,365,350	3,239,429,738	3,260,390,449	3,695,880,584
Share of profits from investments in associate companies	806,301	426,928	319,829	1,080,277	(56,877)
Profits (loss) before income tax expenses	348,792,940	32,753,073	(74,073,652)	(1,077,247,315)	(2,332,690,993)
Income tax (expenses) benefit	(71,157,113)	(17,130,907)	101,035,433	(163,780,961)	(8,965,369)
Total Profit (Loss) for the period	277,635,827	15,622,166	26,961,781	(1,241,028,276)	(2,341,656,361)
Other comprehensive income					
<i>Items that will not be reclassified as profit or loss</i>					
Defined benefits plan actuarial losses	(44,928,055)	132,054	-	(11,968,306)	(111,208)
Income tax relating to components of other comprehensive income	8,985,611	-	-	2,393,661	-
	(35,942,444)	132,054	-	(9,574,645)	(111,208)
<i>Items that may be reclassified as profit or loss</i>					
Net change in fair value of available-for-sale investments	1,739,797	16,081,083	(338,103)	386,247	6,134

Net change in fair value of available-for-sale investments transferred to profit or loss	-	-	(36,030,000)	(362,900)	5,452,889
Income tax on other comprehensive income	(501,293)	(3,216,216)	7,273,621	(4,669)	(1,091,805)
	1,238,504	12,864,867	(29,094,482)	18,678	4,367,218
Other comprehensive income (loss) for the period, net of income tax	(34,703,940)	12,996,921	(29,094,482)	(9,555,967)	4,256,010
Total comprehensive income (loss) for the period	242,931,887	28,619,087	(2,132,701)	(1,250,584,243)	(2,337,400,351)
Profit (loss) attributable to:					
Owners of the Company	251,721,409	15,975,611	35,582,435	(1,102,845,279)	(2,135,164,780)
Non-controlling interests	25,914,418	(353,445)	(8,620,654)	(138,182,997)	(206,491,581)
Total Losses for the year	277,635,827	15,622,166	26,961,781	(1,241,028,276)	(2,341,656,361)
	-	-	-	-	-
Total comprehensive income (loss) attributable to:					
Owners of the Company	211,894,340	28,959,327	6,487,953	(1,109,560,462)	(2,130,937,770)
Non-controlling interests	31,037,547	(340,240)	(8,620,654)	(141,023,781)	(206,462,581)
Total comprehensive income (loss) for the period	242,931,887	28,619,087	(2,132,701)	(1,250,584,243)	(2,337,400,351)
	-	-	-	-	-

Nation Multimedia Group Public Company Limited and its Subsidiaries

Statement of Cash Flow

Consolidated financial statements

	2014	2015	2016	Q3 2017
<i>Cash flow from operating activities</i>				
Profit (loss) for the year	15,622,166	26,961,781	(1,241,028,276)	(2,341,656,361)
<i>Adjustments for:</i>				
Depreciation	221,634,537	203,084,848	202,460,891	135,976,290
Amortisation of assets	73,649,269	119,346,385	106,856,703	101,692,095
Amortisation of digital television licenses	142,847,260	209,044,770	209,608,831	156,516,365
Investment income	(41,501,285)	(28,809,932)	(22,603,972)	(7,890,979)
Finance costs	158,217,893	166,022,727	152,358,315	128,928,486
Bad and doubtful debts expenses	(9,551,067)	5,194,126	6,680,120	1,942,644

Reversal of allowance for goods return	(134,908)	(9,456,585)	(2,545,742)	(3,451,561)
(Reversal of) losses on decline in value of inventories	3,147,960	4,070,674	127,380,630	2,013,260
Impairment losses on assets				1,493,770,000
Impairment losses from long-term investment in other companies	(56,000,000)	-	2,950,000	
Gains from bargain purchases	(7,579,285)			
Losses from the measurement in fair value of prior non-controlling interest of acquire	7,110,884			
(Gains) losses on disposal of investments in subsidiary	48,035,197	(31,341,723)	-	
Gains on disposal of long-term investments in other companies	-	(30,105,160)	(362,900)	5,914,027
Gains on disposal of debt securities in private funds				(937,583)
Gains on disposal of investments in debt securities	-	(70,031)	(865,968)	(1,774,498)
Unrealised (gains) losses on valuation adjustment of investment in debt securities	-	(4,687)	(280,643)	(312,623)
Reversal of impairment losses in investment property	-	(6,677,757)	-	
Gainson disposal of buildings and equipment	(2,903,000)	(641,478)	(796,461)	(450,997)
Losseson amortisation of assets	1,125,820	774,407	17,459,221	10,345,797
Losses on decline in value of other non-current assets				861,019
Losses on disposal of investment properties				2,110,442
Employee benefits obligations	11,540,862	11,726,981	(11,828,151)	(35,190,365)
Share-based payment transactions	22,373,753	19,561,447	12,135,314	3,886,425
Share of profits from investments in associate companies, net of tax	(426,928)	(319,829)	(1,080,277)	56,877
Income tax expenses (benefits)	17,130,907	(101,035,433)	163,780,961	8,965,369
	604,340,035	557,325,531	(279,721,404)	(338,685,872)
<i>Changes in operating assets and liabilities</i>				
Trade accounts receivables	216,641,249	(33,977,492)	163,776,595	121,758,519
Accrued income	(262,529,850)	(354,829,690)	(7,488,989)	87,529,894
Other receivables	(10,669,511)	(5,110,418)	(6,097,077)	11,390,339
Inventories	(115,921,961)	2,571,902	115,659,107	34,116,453
Other current assets	(78,591,570)	(74,275,254)	(82,796,475)	13,523,659
Restricted deposits	(302,397)	648,254	1,821,036	(388,482)
Deferred tax assets	(11,215,903)			
Other non-current assets	132,830,303	12,818,861	5,264,757	61,489
Trade accounts payables	(10,186,171)	15,399,250	(39,471,572)	14,557,685

Other payables	(3,195,895)	(77,765,059)	(2,234,551)	33,220,921
Accrued expenses	22,210,566	(29,975,134)	(13,139,112)	(32,961,274)
Other current liabilities	51,559,679	26,227,033	12,430,798	(35,630,487)
Employee benefits obligations	(2,145,945)	(3,500,530)	(1,848,560)	(0)
Other non-current liabilities	116,560,633	(23,106,741)	(25,370,629)	(10,091,150)
Cash generated from (used in) operating activities	649,383,262	12,450,513	(159,216,076)	(101,598,305)
Income taxes paid	(84,056,228)	(55,115,233)	(66,261,227)	(53,179,333)
Withholding tax refunded	-	-	60,748,025	47,031,553
Net cash used in operating activities	565,327,034	(42,664,720)	(164,729,278)	(107,746,085)

Cash flow from investment activities

Interest received	40,384,692	28,354,508	25,320,078	5,837,836
Dividends received	7,578,593	840,152	36	24,322
Current investments	(556,180,000)	(102,580,838)	598,302,300	195,731,667
Private funds				(88,337,381)
Purchase of investments in debt securities	-	(185,516,000)	(1,301,400,000)	(1,033,100,000)
Net cash inflow from disposal of investments in debt securities	-	160,521,912	1,104,017,760	1,258,784,776
Cash inflow from refundable deposit guarantees for licencing auction	14,000,000	-	-	-
Digital television licence payments	(533,800,000)	(473,800,000)	(647,600,000)	(323,800,000)
Proceeds from sales of investment properties				8,709,460
Purchase of buildings and equipment	(181,759,635)	(166,751,861)	(27,574,311)	(5,752,588)
Proceeds from sales of equipment	9,357,252	5,186,316	1,971,099	900,800
Purchase of programme licences	(71,778,645)	(94,697,957)	(174,335,587)	(69,946,248)
Purchase of intangible assets	(16,182,770)	(11,549,219)	(10,827,295)	(16,859,016)
Net cash inflow from disposal of long-term investments in other companies	-	30,675,160	362,900	2,767,406
Net cash from (used in) investment activities	(1,288,380,513)	(809,317,827)	(431,763,020)	(65,038,966)

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Cash flow from financing activities

Interest paid	(95,207,449)	(43,260,848)	(55,207,841)	(98,494,112)
Dividends paid to owners of the Company	(66,050,084)	(92,853,633)	(122,025,831)	-
Dividends paid to non-controlling interests of subsidiaries	(20,460,289)	(9,683,459)	(16,985,245)	(2,712,500)

Bank overdrafts and short-term loans from financial institutions	334,764,639	(38,295,748)	349,046,156	288,505,254
Short-term loans	-	-	160,000,000	50,000,000
Finance lease payments	(8,189,980)	(3,160,967)	(1,850,172)	(1,072,880)
Proceeds from long-term loans from financial institutions	-	-	300,000,000	-
Repayment of long-term loans from financial institutions	(157,150,000)	(117,600,000)	(20,000,000)	(60,000,000)
Proceeds from exercise of share options	12,764,387	752,332,338	208,000	-
Net cash inflow on disposal of investments in subsidiaries	26,412,216	49,496,994	13,975,842	-
Net cash outflow on acquisition of investments in subsidiaries	(10,000,000)	-	-	-
Net cash outflow on acquisition of Warrants of the Company	-	(91,013,286)	-	-
Proceeds from paid-up share capital of non-controlling interests	169,681	677,024	-	-
Cash outflow for long-term loan fees	(304,677)	-	(1,500,000)	(2,000,000)
Repayment of long-term loans from other companies	(110,069,940)			
Acquisition of non-controlling interests	-	-	17,000,000	3,833,695
Net cash from financing activities	(93,321,496)	406,638,415	622,660,909	178,059,458
				-
Net increase (decrease) in cash and cash equivalents	(816,374,975)	(445,344,132)	26,168,611	5,274,407
Cash and cash equivalents as at 1 January	1,469,244,418	652,869,443	207,525,311	233,693,922
Cash and cash equivalents as at 31 December	652,869,443	207,525,311	233,693,922	238,968,329
	-	-	-	(0)

Non-cash transactions

Payables for purchases of buildings and equipment	15,341,160	1,968,599	305,742	338,923
Payables for purchase of programme licences	12,074,242	31,544,084	22,242,415	17,631,441
Payables for purchases of intangible assets	-	3,573,200	3,218,552	605,275
Digital television licences payables	2,628,921,959	2,270,342,030	1,714,138,390	1,421,585,644
Barter assets from rendering of services	-	-	52,699,881	8,785,441

Management Discussion and Analysis

According to the Financial Statement of Nation Multimedia Group Public Company Limited and its subsidiaries for the nine-month period ending 30 September 2017, the Company's total losses were THB 2,135.17 million, an increase of 243 percent compared to the losses of same period of 2016, which was THB 622.76 million. The Company would like to summarise the significant changes in operational results of the Company Group as follows:

1. Revenue from sales of goods and rendering of services for the nine-month period of 2017 decreased by 19 percent compared to the same period of 2016, primarily due to the economic downturn, resulting in a decrease in revenue from the sales of advertisements by 24 percent and a decrease in revenue from the sales of print media, pocket books, comics, and children's books by 19 percent.
2. Costs and expenses for the nine-month period of 2017 increased by 47 percent compared to the same period of 2016, primarily due to the following:
 - Costs arising from sales and services decreased by 11 percent, in accordance with the decrease in the revenue from sales of goods and rendering of services.
 - Distribution costs and Administrative expenses decreased by 19 percent, because in the second quarter (Q2) of 2016, the subsidiary recorded a decrease in the allowance for product values and amortisation for copyrights of print media from the business restructuring amounting to THB 204.45 million.
 - The direct and indirect subsidiaries recorded losses from the impairment of the Digital Terrestrial Television Broadcasting License and relevant assets of THB 1,493.77 million in the third quarter (Q3) of 2017. In calculating the impairment of assets with respect to the licence, a valuation of the amount expected to be received in return for the use determined by discounting the future cash flow, with the growth rate and discount rate applied thereto are based on the assumptions of the Management, according to past operating experience and the business plan, as well as a forecast reasonable to the current situation, which shall be compared with the book value of the assets with respect to the licence.

Summary:

Under the operational results for the nine-month period ending 30 September 2017, the Company Group incurred losses amounting THB 2,135.17 million, an increase of 243 percent compared to the losses of the same period of 2016 which were THB 622.76 million.

Total assets were THB 4,655 million (in 2016 they were THB 7,076 million), a decrease of THB 2,421 million. The significant changes in the assets are as follows:

Current Investment decreased by THB 330 million (-78%) primarily due to its use in the business operation as the working capital of the Company.

Trade account receivables – Net decreased by THB 121 million (-30%) due to a decrease in the revenue from the sale of advertisements and print media, and a reduction in the average debt collection period of 2017 which was 70 days (a decrease of 15 days compared to the same period of 2016 which was 85 days).

Accrued income decreased by THB 88 million (-11%). Most of the accrued income was attributable to the unissued invoices under the advertising agreements in the television business. The Company also gained income from the organization of various special activities. In some cases, service provision has already commenced, but the corresponding invoice will be issued after the completion of each project. The decrease in accrued income was primarily due to a decrease in revenue from the sales of print media.

Inventories - Net decreased by THB 45 million (-33%), primarily due to the realisation of costs with respect to the produced television programmes which were ready to be broadcast with the value of THB 34 million.

Property, plants, and equipment - Net decreased by THB 146 million (-10%), primarily due to an amortisation of the depreciation costs during the period amounting to THB 135 million, and an amortisation of unused assets amounting THB 10 million.

Intangible assets decreased by THB 98 million (-56%) due to an amortisation during the period and an additional investment in copyrights of digital television programmes of THB 65million, and an allowance for losses arising from impairment of copyrights of digital television programmes of approximately THB 73 million.

Digital television licences decreased by THB 1,560 million due to an amortisation during the period of THB 156 million, and an allowance for losses in impairment of the digital television licences for two television channels of THB 1,403 million (BBB = THB 842 million, and NNV = THB 561 million).

Total liabilities were THB 3,979 million (in 2016 they were THB 4,068million), a decrease of THB 89 million or 2 percent. The significant changes are as follows:

Bank overdrafts and short-term loans from financial institutions increased by THB 283 million (+30%) due to the short-term bills of exchange of THB 252 million, bank overdrafts of THB 27 million, and others of THB 4 million, which were used as the working capital of the business.

Other current payables increased by THB 48 million (+185%), primarily due to outstanding advertising fees in other medias of approximately THB 45 million.

Other current liabilities decreased by THB 36 million (-14%), primarily due to an acceptance of debt repayment within the Company Group resulting in a decrease in the deferred sales tax and a decreased in the Revenue Department payables of THB 2 million.

Short-term loans increased by THB 47 million (+30%) due to the Company's securing of short-term loans from natural persons in order to use as working capital in the business.

Long-term loans from financial institutions decreased by THB 61 million (-22%) due to the fact that a long-term loan was taken out from a certain financial institution in 2016 of THB 300 million in order to pay the fourth instalment of the Digital Television Licence and as working capital, as well as due to the repayment of loans for the period in the whole amount.

Outstanding Television Broadcasting Business Licencing Fee decreased by THB 293 million (-17%) due to the payment of the fourth instalment of the licence fee during the period and the change in payment period with the NBTC in the first quarter of 2017.

4) Significant Lawsuits and Claims

- The Company and its group's directors were accused in a civil case concerning the violation of Securities and Exchanges Act B.E. 2535 (1992) with the amount of claim of THB 51.9 million. As at 30 September 2017, the case is under the consideration of the Court of First Instance. The Executive and the legal advisor believe that the Court will render its judgment in favour of the Company and its group's directors, and is of the opinion that the outcome of the litigation will not have a material effect on the financial statement;
- On 16 May 2017, the Court of Appeal rendered its judgment in a civil case concerning the revocation of the resolutions of the 2015 Annual General Meeting of Shareholders convened on 29 April 2015. The Company subsequently appealed to the Supreme Court in July 2017. As at 30 September 2017, the case is under the consideration of the Supreme Court. The Executive and the legal advisor believe that the Company shall not be liable for the damages claimed, and is of the opinion that the outcome of the litigation will not have a material effect on the financial statement;

5) Details of the related person transactions of the Company and the persons who may have a conflict of interest, occurring during the first 9-month period of the year 2017

Remark: As the entering into this transaction occurred on 17 August 2018 before the date on which the auditor duly audited the Company's 2017 financial statements ended on 31 December 2017, i.e. 24 August 2018, the information appeared in this Information Memorandum 2 shall then be based on the latest reviewed consolidated financial statements of the Company and NML for the nine-month period ended 30 September 2017 which are the financial statements used in the calculation for the transaction value. In addition, the Company would like to state that if the calculation for the transaction value is based on the 2017 financial statements, the calculated highest transaction value will not be different from the value calculated from such reviewed consolidated financial statements.

The material connected transactions of the Company are summarized as follows (information from 2016, adjusted by applying the material connected transactions of 2017) (Scale: THB million):

	NBC	NINE	NNN	NML	KMM	KTM	BBB	WPS	NTU	NED	NBC-NV	NGE	TOTAL	YNIS
Revenue from sales and services	8.96	6.88	29.54	3.61	55.26	146.04	11.86	4.60	5.19		6.98	1.84	280.76	0.09
Costs arising from sales of goods and rendering of services	4.69	5.71	0.21	1.18	2.95	1.84	0.77	1.48				1.71	20.54	
Proceeds from sale of equipment									0.01				0.01	
Payables for purchase of equipment	0.03								0.01				0.04	
Dividends received								14.79					14.79	
Other income	0.65	2.30	0.54	1.12	0.18	0.28	3.66	0.30	0.83		1.10	0.05	11.01	
Distribution costs and Administrative expenses		1.43	0.14	0.95		0.05		1.89	4.52				8.98	
Trade accounts receivables	1.89	2.01	203.01	30.10	514.71	215.94	2.16	1.19	0.04		7.13	0.39	978.57	
Accrued income	0.08	0.05	2.63	0.06	14.14	53.37	0.30	0.02	0.19		0.07	0.02	70.93	
Other current receivables	0.13	0.52	9.93	40.38	5.99	3.66	1,095.46	0.08	1.93		1.83	0.23	1,160.14	
Trade accounts payables	19.72	23.65	217.92	0.77	458.93	378.69	348.65	2.31				1.35	1,451.99	
Other current payables	8.28	4.63	0.72	0.07	3.05	1.56	1.41	3.00	1.00			1.95	25.67	
Accrued expenses			8.38		18.35	75.39	249.79	0.49					352.40	
Total	44.43	47.18	473.02	78.24	1,073.56	876.82	1,714.06	30.15	13.72	0.00	17.11	7.54	4,375.83	0.09
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(unit : THB million)

Connected Parties / Nature of Business	Relationship	Material Connected Transactions	Transaction Value / 9-Month Balance of 2017
Nation Broadcasting Corporate Public Company Limited : Production of TV programs, radio programs, and advertising services via TV, radio, and other new-generation media platforms	A subsidiary of the Company in which the Company holds 71.45 percent of the total shares, sharing the directors with the Company	Revenue from sales and services	8.96
		Costs of sales of goods and rendering of services	4.96
		Purchase of equipment	0.03
		Other income	0.65
		Trade accounts receivables	1.89
		Accrued income	0.08
		Other current receivables	0.13
		Trade accounts payables	19.72
		Other current payables	8.28
Nation International Edutainment Public Company Limited : Importation, production, and distribution of print media (domestically and internationally), production of TV programs, and provision of advertising services via TV and digital media, and copyright management	A subsidiary of the Company in which the Company holds 71.04 percent of the total shares, sharing the directors with the Company	Revenue from sales and services	6.88
		Costs of sales of goods and rendering of services	5.71
		Other income	2.30
		Distribution costs and administrative expenses	1.43
		Trade accounts receivables	2.01
		Accrued income	0.05
		Other current receivables	0.52
		Trade accounts payables	23.65
		Other current payables	4.63
Nation News Network Co., Ltd. : Production and distribution of English- language newspapers, print media, digital media, and advertising media	A subsidiary of the Company in which the Company holds 99.99 percent of the total shares, sharing the directors with the Company	Revenue from sales and services	29.54
		Costs of sales of goods and rendering of services	0.21
		Distribution costs and administrative expenses	0.14
		Other income	0.54
		Trade accounts receivables	203.01

Connected Parties / Nature of Business	Relationship	Material Connected Transactions	Transaction Value / 9-Month Balance of 2017
		Accrued income	2.63
		Other current receivables	9.93
		Trade accounts payables	217.92
		Other current payables	0.72
		Accrued expenses	8.38
NML Co., Ltd. : Distribution of newspapers and other print media	A subsidiary of the Company in which the Company holds 99.99 percent of the total shares, sharing the directors with the Company	Revenue from sales and services	3.61
		Costs of sales of goods and rendering of services	1.18
		Other income	1.12
		Distribution costs and administrative expenses	0.95
		Trade accounts receivables	30.10
		Accrued income	0.06
		Other current receivables	40.38
		Trade accounts payables	0.77
		Other current payables	0.07
Kom Chad Luek Media Co., Ltd. : Production and distribution of newspapers, print media, digital media, and advertising media	A subsidiary of the Company in which the Company holds 99.99 percent of the total shares, sharing the directors with the Company	Revenue from sales and services	55.26
		Costs of sales of goods and rendering of services	2.95
		Other income	0.18
		Trade accounts receivables	514.71
		Accrued income	14.14
		Other current receivables	5.99
		Trade accounts payables	458.93
		Other current payables	3.05
		Accrued expenses	18.35
Krungthep Media Co., Ltd.	A subsidiary of the Company in which the Company holds 99.99 percent of the total shares,	Revenue from sales and services	146.04
		Costs of sales of goods and rendering of services	1.84

Connected Parties / Nature of Business	Relationship	Material Connected Transactions	Transaction Value / 9-Month Balance of 2017
: Production and distribution of newspapers, print media, digital media, and advertising media	sharing the directors with the Company	Other income	0.28
		Distribution costs and administrative expenses	0.05
		Trade accounts receivables	215.94
		Accrued income	53.37
		Other current receivables	3.66
		Trade accounts payables	378.69
		Other current payables	1.56
		Accrued expenses	75.39
Bangkok Business Broadcasting Co., Ltd. : Production of TV programs and advertising services via TV media	A subsidiary of the Company in which the Company holds 99.93 percent of the total shares, sharing the directors with the Company	Revenue from sales and services	11.86
		Costs of sales of goods and rendering of services	0.77
		Distribution costs and administrative expenses	3.66
		Trade accounts receivables	2.16
		Accrued income	0.30
		Other current receivables	1,095.46
		Trade accounts payables	348.65
		Other current payables	1.41
		Accrued expenses	249.79
WPS (Thailand) Co., Ltd. : Production of newspapers and books, and printing services	A subsidiary of the Company in which the Company holds 84.50 percent of the total shares, sharing the directors with the Company	Revenue from sales and services	4.60
		Costs of sales of goods and rendering of services	1.48
		Dividends received	14.79
		Other income	0.30
		Distribution costs and administrative expenses	1.89
		Trade accounts receivables	1.19
		Accrued income	0.02

Connected Parties / Nature of Business	Relationship	Material Connected Transactions	Transaction Value / 9-Month Balance of 2017
		Other current receivables	0.08
		Trade accounts payables	2.31
		Other current payables	3.00
		Accrued expenses	0.49
Nation University : Education	A university from which Nation U Co., Ltd. Accepted transfer of its license	Revenue from sales and services	5.19
		Proceeds from sales of equipment	0.01
		Payables for purchases of equipment	0.01
		Other income	0.83
		Distribution costs and administrative expenses	4.52
		Trade accounts receivables	0.04
		Accrued income	0.19
		Other current receivables	1.93
		Other current payables	1.00
Nation Global Edutainment Co., Ltd. : Print media business	A company in which Nation International Edutainment Public Company Limited holds 99.74 percent of the total shares, sharing the directors	Revenue from sales and services	1.84
		Costs of sales of goods and rendering of services	1.71
		Other income	0.05
		Trade accounts receivables	0.39
		Accrued income	0.02
		Other current receivables	0.23
		Trade accounts payables	1.35
		Other current payables	1.95
NBC Next Vision Co., Ltd. : Production of TV programs and advertising services via TV media	A company in which Nation Broadcasting Corporation Public Company Limited holds 99.99 percent of the total shares, sharing the directors	Revenues from sales and services	6.98
		Other income	1.10
		Trade accounts receivables	7.13
		Accrued income	0.07
		Other current receivables	1.83

Connected Parties / Nature of Business	Relationship	Material Connected Transactions	Transaction Value / 9-Month Balance of 2017
Yomiuri-Nation Information Service Limited : Advertising sales representative	An associated company of the Company in which the Company holds 45.00 percent of the total shares, sharing the directors with the Company	Revenues from sales and services	0.09
		Trade accounts receivables	0.01

Policy on connected transactions of the Company with its subsidiaries and associated companies of the same level comprising two parts, as follows:

1. Procedures and steps in approving the entering into of the connected transactions of the Company with its subsidiaries and associated companies of the same level

2. Policy or tendency in the entering into of any future connected transactions of the Company with its subsidiaries and associated companies of the same level

1. Procedures and steps in approving the entering into of the connected transactions

The Company has established measures for controlling the entering into of connected transactions between the Company and its subsidiaries and joint venture companies of the same level, and persons which have or may have conflicts of interest under the Notifications of the Securities and Exchange Commission (the “SEC”) and the SET.

The Audit Committee is responsible for giving an opinion on the necessity of and the appropriateness of the price of such connected transactions. The conditions of a connected transaction shall be in line with the general trade terms, and the price thereof shall be comparable with the price applicable to transactions on an arm’s length basis. If a comparison of the price of a connected transaction and an arm’s length transaction cannot be made, the parties to such transaction shall jointly determine the appropriate price of the goods and services.

If the Audit Committee lacks the expertise required for the consideration of a connected transaction, the Company shall procure an independent expert or auditor to give their opinion on the said transaction, which will then be used for decision-making by the Board of Directors and/or Audit Committee and/or shareholders, as the case may be. A person that has or may have conflicts of interest shall not be entitled to cast a vote in respect of the transaction in which such person has a conflict of interest.

Furthermore, the Company will disclose the information on the connected transactions and material asset acquisition or disposal transactions of the Company and its subsidiaries in compliance with the requirements of the SEC and the SET, as well as the accounting standards prescribed by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King.

2. Policy or tendency in the entering into of any future connected transactions

The Company and its subsidiaries and joint venture companies of the same level may enter into connected transactions with persons with potential conflicts of interest.

The Company’s policy with regard to transactions entered into in the ordinary course of business with conditions that are in line with the general trade terms, and involving a person with potential conflicts of interest, particularly a Group company of Nation Multimedia Group Public

Company Limited, and which involves printing, goods distribution, purchasing paper, purchasing of advertising space on various media platforms, and collection of service fees, is as follows: all terms and conditions under connected transactions shall be in line with the general trade terms, and the market price, as would be applicable to non-connected transactions carried out on an arm's length basis, shall be used. This policy is in accordance with the principles approved by the Board of Directors and in compliance with the Securities and Exchange Act. In this regard, the parties shall strictly adhere to the agreements entered into, and jointly determine prices and conditions that are clear, fair, and that do not cause the transfer of benefits.

In the case of new transactions or changes to the existing prices and conditions, the Internal Audit Department shall review the information and prepare a report for consideration by the Audit Committee in giving an opinion on the appropriateness of the price and reasonableness of those transactions at least once a year.

The Company will take the abovementioned procedures and steps applicable to the approval of connected transactions prior to entering into business transactions or business support transactions in the ordinary course of business that do not use general trade terms, and other connected transactions.

Necessity and reasonableness of the connected transactions

The majority of the businesses and operations of the Company and its subsidiaries are interrelated with and/or support the businesses of the subsidiaries, joint venture companies, and related companies. Some of the assets, debts, income, and expenses of the Company and its subsidiaries also involve transactions with the Company's other subsidiaries, joint venture companies, and related companies. These companies are related to one another given that they sometimes have an overlap of the shareholders and/or directors and key Management members, or directors and employees whose scope of duties and responsibilities include planning, giving of instructions, and controlling the operations of the Company, and its subsidiaries, joint venture companies, and related companies. The policy on pricing of the Company and its subsidiaries is detailed below:

Policy on pricing

Revenue from sales and services:	General market price and the price as mutually agreed
Costs of sales and services:	Actual cost allocation rate and negotiable rate which is similar to the market price
Disposal of equipment:	Book value plus margin
Purchase of equipment:	Book value plus margin
Interest received from loans:	Rate similar to the interest rate of the financial institutions
Dividends received:	As announced in the shareholders meeting
Other income:	As mutually agreed
Sales and administrative expenses:	As mutually agreed

The abovementioned connected transactions are the transactions made by the Company or its subsidiaries and the parties which may have conflicts of interest, and under the ordinary course of

business of the Company with no connected loan transaction. The approval thereof shall be made in accordance with the Company's policy, and the approval procedures are subject to the transaction value, in compliance with the Articles of Association. In addition, the new connected transactions and outstanding transactions shall be reviewed by the independent auditors both on a quarterly and annual basis. In the case of a material transaction, the auditors would verify any agreement and important documents related thereto, and disclose such transaction in the Notes to the Financial Statement, whereby the Financial Statement shall be proposed to the Board of Directors for its consideration. Subsequently, the Board of Directors shall propose the Financial Statement to the shareholders meeting for its consideration and give the shareholders an opportunity to ask any question with regard thereto, whereby each financial statement has been approved by the shareholders meeting.

For the policy on connected transactions, the Company ensures that there shall be only transactions necessary for and relevant to its core businesses, i.e. with businesses involved in print media, radio, and television. Additionally, the Company has a policy not to grant additional loans to any unrelated business. In the case of any connected transaction between the Company and a party with a conflict of interest, the Company shall ensure that there are consideration procedures in place as required by the SEC and the SET as a measure for protecting the investors.

The Board of Directors certifies that all information contained in this Information Memorandum is true, complete and accurate.

Please be informed accordingly.

Yours sincerely,

-Signature-

(Mr. Somchai Meesen)

Chief Executive Officer

