

17 October 2022

Subject: Disposal of ordinary shares in Nation Broadcasting Corporation Public Company Limited  
To: Shareholders  
Enclosure: Information Memorandum on the Disposal of Assets of Nation Group (Thailand) Public Company Limited via QR Code

The Board of Directors' Meeting No. 6/2022 of Nation Group (Thailand) Public Company Limited held on 26 September 2022 resolved to approve the sale of 22,329,288 ordinary shares in Nation Broadcasting Corporation Public Company Limited ("NBC"), or equivalent to 1.99 percent of the total number of shares in NBC (the "**Outstanding NBC Shares**"), to investors who are not the Company's connected persons through the security trading channels of the Stock Exchange of Thailand (the "SET") at the price of THB 2.00 – 3.00 per share where the total value of consideration that the Company will receive from the entry into the transaction will be up to THB 66,987,864. In this regard, the sale of the Outstanding NBC Shares is a sale of all of the Company's outstanding ordinary shares in NBC after the Company had sold 781,032,167 ordinary shares in NBC, or equivalent to 69.46 percent of the total number of shares in NBC according to the resolution of the 2022 Annual General Meeting of Shareholders held on 29 April 2022 and the resolution of the meeting of the Board of Directors' Meeting No. 3/2022 held on 17 May 2022 prior to the approval of the sale of the Outstanding NBC Shares. As a result, the Company will no longer be a shareholder of NBC when such transaction is complete.

The transaction does not constitute a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (the "**Connected Transactions Notifications**"). Nevertheless, such transaction constitutes a disposal of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Asset B.E. 2547 (as amended) (the "**Acquisition or Disposal Notifications**"). The transaction size of such transaction calculated based on the reviewed financial statements of the Company for the six months ended 30 June 2022, and the total value of consideration criterion, which gives the highest transaction value, is equivalent to 5.14 percent, which, after combination with the Company's other disposals of assets within the past six months, amounts to a total transaction size of 19.30 percent under the total value of consideration criterion, which gives the highest transaction value. Therefore, such transaction constitutes a Class 2 Transaction pursuant to the Acquisition or Disposal Notifications, i.e., a transaction whose transaction size is equal to or higher than 15 percent but lower than 50 percent, where the Company is required to disclose information on such transaction to the SET and send a circular to the shareholders within 21 days from the date of information disclosure to the SET. As such, the Company is sending the enclosed Information Memorandum via QR Code to all shareholders of record as of the latest book closing date on 24 August 2022.

Please be informed accordingly.

Sincerely yours,



(Mrs. Warangkana Kalayanapradit)

Deputy Chairman

[Translation]

Information Memorandum on the Disposal of Assets of Nation Group (Thailand) Public Company Limited

The Board of Directors' Meeting No. 6/2022 of Nation Group (Thailand) Public Company Limited (the "**Company**") held on 26 September 2022 resolved to approve the sale of 22,329,288 ordinary shares in Nation Broadcasting Corporation Public Company Limited ("**NBC**"), or equivalent to 1.99 percent of the total number of shares in NBC (the "**Outstanding NBC Shares**") to investors who are not the Company's connected persons through the security trading channels of the Stock Exchange of Thailand (the "**SET**") at the price of THB 2.00 – 3.00 per share where the total value of consideration that the Company will receive from the entry into the transaction will be up to THB 66,987,864. In this regard, the sale of the Outstanding NBC Shares is a sale of all of the Company's outstanding ordinary shares in NBC after the Company had sold 781,032,167 ordinary shares in NBC, or equivalent to 69.46 percent of the total number of shares in NBC according to the resolution of the 2022 Annual General Meeting of Shareholders held on 29 April 2022 and the resolution of the meeting of the Board of Directors' Meeting No. 3/2022 held on 17 May 2022 prior to the approval of the sale of the Outstanding NBC Shares. As a result, the Company will no longer be a shareholder of NBC when such transaction is complete.

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Therefore, such transaction constitutes a Class 2 Transaction pursuant to the Acquisition or Disposal Notifications, i.e., a transaction whose transaction size is equal to or higher than 15 percent but lower than 50 percent, where the Company is required to disclose information on such transaction to the SET and send a circular to the shareholders within 21 days from the date of information disclosure to the SET.

Nevertheless, if the sale of the Outstanding NBC Shares constitutes a connected transaction since the purchasers of the Outstanding NBC Shares are the Company's connected persons and/or constitutes a Class 1 Transaction pursuant to the Acquisition or Disposal Notifications, i.e., a transaction whose transaction size is higher than 50 percent, the Company will undertake further actions in accordance with the Connected Transaction Notifications on and/or the Acquisition or Disposal Notifications.

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

## **1. Information Disclosure under List 1**

### **1.1 Transaction Date**

After the meeting of the Board of Directors resolved to approve the entry into the transaction, the Company will sell the Outstanding NBC Shares within October 2022.

### **1.2 Parties Involved and Relationship with the Company**

<b>Seller</b>	:	The Company
<b>Purchaser(s)</b>	:	Investors who are not the Company's connected persons
<b>Relationship with the Company</b>	:	The Company will use its efforts to sell the Outstanding NBC Shares to investors who are not the Company's connected persons. Nevertheless, if such sale of the Outstanding NBC Shares constitutes a connected transaction as the purchasers of the Outstanding NBC Shares are the Company's connected persons, the Company will undertake further actions in accordance with the Connected Transactions Notifications.

### **1.3 General Characteristics of the Transaction and Transaction Size**

#### **1.3.1 General Characteristics of the Transaction**

The Company will sell the Outstanding NBC Shares mainly through the trading platforms of the SET, including, but not limited to, the Main Board, the Big-Lot Board, the Odd-Lot Board and/or other trading platforms as appropriate means which will contribute to the highest interest of the Company and its shareholders.

### 1.3.2 Transaction Size

The Company will sell the Outstanding NBC Shares to investors who are not the Company's connected persons through the security trading channels of the SET at the price of THB 2.00 – 3.00 per share where the total value of consideration that the Company will receive from the entry into the transaction will be up to THB 66,987,864. The Company has calculated the transaction size according to the Acquisition or Disposal Notifications based on the reviewed financial statements of the Company for the six months ended 30 June 2022, the details of which are as follows:

Calculation Criterion	Calculation Method
1. The net tangible asset (NTA) value criterion	= (Proportion of assets disposed x NTA of NBC) x 100 / NTA of the Company
	= (1.99% x 378.45) x 100 / 494.87
	= 1.52 percent
2. The net profit from operating results criterion	= (Proportion of assets disposed x Net profit from operating results of NBC) x 100 / Net profit from operating results of the Company
	Not applicable as NBC is operating at a loss.
3. The total value of consideration criterion	= Total value of consideration received x 100 / Total assets of the Company
	= THB 66.99 million x 100 / THB 1,304.01 million
	= 5.14 percent
4. The equity issued as consideration for the assets criterion	Not applicable as the transaction is a disposal of assets.

The transaction size of such transaction, after combination with the Company's other disposals of assets within the past six months, amounts to a total transaction size of 19.30 percent under the total value of consideration criterion, which gives the highest transaction value.

Therefore, such transaction constitutes a Class 2 Transaction pursuant to the Acquisition or Disposal Notifications, i.e., a transaction whose transaction size is equal to or higher than 15 percent but lower than 50

percent, where the Company is required to disclose information on such transaction to the SET and send a circular to the shareholders within 21 days from the date of information disclosure to the SET.

Nevertheless, if the sale of the Outstanding NBC Shares constitutes a connected transaction since the purchasers of the Outstanding NBC Shares are the Company's connected persons and/or constitutes a Class 1 Transaction pursuant to the Acquisition or Disposal Notifications, i.e., a transaction whose transaction size is higher than 50 percent, the Company will undertake further actions in accordance with the Connected Transaction Notifications on and/or the Acquisition or Disposal Notifications.

#### 1.4 Details of the Disposed Assets

The sale of Outstanding NBC Shares is a sale of all of the Company's outstanding ordinary shares in NBC. As a result, the Company will no longer be a shareholder of NBC when such transaction is complete.

##### 1.4.1 General Information

<b>Name of the company</b>	Nation Broadcasting Corporation Public Company Limited
<b>Date of incorporation</b>	4 May 2009
<b>Juristic person registration number</b>	0107552000103
<b>Business type</b>	Operating the call center business by itself and operating (a) holistic health products and services center and health community, which provides health-related information and advice, as well as health-related content, and (b) news and information services, through subsidiaries.
<b>Head office</b>	589/23 Central City Tower, Floor 6, Room No. OF603, Debaratana Road, Bang Na Nuea Subdistrict, Bangna District, Bangkok
<b>Registered capital</b>	THB 1,124,417,300, comprising 1,124,417,300 ordinary shares, with a par value of THB 1 per share
<b>Paid-up capital</b>	THB 1,124,417,300

##### 1.4.2 Key Financial Information

Key financial information of NBC based on the audited financial statements of NBC for the years ended 31 December 2021, 2020 and 2019 and the reviewed financial statements of NBC for the six months ended 30 June 2022 and 2021 can be summarized as follows:

Key information from the statements of financial position

Details	Unit: THB millions				
	As of 31 Dec 2021	As of 31 Dec 2020	As of 31 Dec 2019	As of 30 Jun 2022	As of 30 Jun 2021
Total assets	950.96	1047.54	691.13	824.27	953.18
Total liabilities	334.0	330.72	259.24	166.80	336.18
Retained earnings (loss)	(1055.37)	(951.59)	(927.98)	(1001.70)	(1037.94)
Total shareholders' equity	616.96	716.82	431.88	657.47	617.0

Key information from the statements of comprehensive income

Details	Unit: THB millions				
	For the year ended 31 Dec 2021	For the year ended 31 Dec 2020	For the year ended 31 Dec 2019	For the six months ended 30 Jun 2022	For the six months ended 30 Jun 2021
Total revenues	498.32	911.53	492.82	98.60	291.63
Total expenses	584.12	879.40	87.58	126.16	392.45
Profit (loss) from discontinued operations	(37.36)	-	-	4.67	-
Net profit (loss)	(123.16)	32.13	405.24	(22.89)	(100.82)

### 1.4.3 Board of Directors and Shareholders

Board of Directors

Pre-transaction Board of Directors	Post-transaction Board of Directors <sup>1</sup>
1. Mr. Somkit Likitparinya	1. Mr. Somkit Likitparinya
2. Mr. Samart Deebhijarn	2. Mr. Samart Deebhijarn
3. Mr. Tinnakorn Punpanichgul	3. Mr. Tinnakorn Punpanichgul
4. Miss Pornthip Trongkingtorn	4. Miss Pornthip Trongkingtorn
5. Mr. Atthayut Vutthithummee	5. Mr. Atthayut Vutthithummee
6. Miss Punpimol Komolpis	6. Miss Punpimol Komolpis
7. Mr. Thira Jearsiripongkul	7. Mr. Thira Jearsiripongkul
8. Mr. Sorakrai Srisajjarak	8. Mr. Sorakrai Srisajjarak

Remark <sup>/1</sup> Such information is based on the Company's estimation as the Company is no longer a major shareholder and no longer has any control in NBC.

Shareholders

Name	Pre-transaction shareholders <sup>1</sup>		Post-transaction shareholders <sup>2</sup>	
	Number of shares	Percent	Number of shares	Percent
1. The Company <sup>3</sup>	803,361,455	71.45	-	-
2. Thai NVDR Company Limited	43,416,698	3.86	N/A	N/A

Name	Pre-transaction shareholders <sup>1</sup>		Post-transaction shareholders <sup>2</sup>	
	Number of shares	Percent	Number of shares	Percent
3. Mr. Sombat Panichcheva	27,301,800	2.43	N/A	N/A
4. Miss Kanchanarath Wongphan	22,088,500	1.96	N/A	N/A
5. Green Siam Company Limited	15,000,000	1.33	N/A	N/A
6. Mr. Pakorn Mongkoltada	13,532,056	1.20	N/A	N/A
7. Miss Kanyatip Ittidejrat	8,593,900	0.76	N/A	N/A
8. Mr. Sittiban Boonsai	6,600,000	0.59	N/A	N/A
9. Mr. Phasuphong Leenutaphong	5,710,000	0.51	N/A	N/A
10. Mr. Printhorn Apithanasriwong	5,000,000	0.44	N/A	N/A
11. Minority shareholders	173,812,891	15.46	N/A	N/A
12. The purchaser(s)	-	-	22,329,288	1.99
<b>Total</b>	<b>1,124,417,300</b>	<b>100.00</b>	<b>1,124,417,300</b>	<b>100.00</b>

**Remark** <sup>1</sup> Information as of 22 March 2022 from the SET's website.

<sup>2</sup> Such information is based on the Company's estimation as the Company is no longer a major shareholder and no longer has any control in NBC.

<sup>3</sup> As of 22 March 2022 the Company was formerly known as Nation Multimedia Group Public Company Limited.

## 1.5 Total Value of Consideration and Payment Conditions

### 1.5.1 Total Value of Consideration

The total value of consideration for the transaction will be up to THB 66,987,864 as detailed in Clause 1.3.2.

### 1.5.2 Payment Conditions

The Company will receive cash payments from the purchaser(s) within two business days from the date that the transaction is complete.

## 1.6 Value of Disposed Assets

The value of disposed assets based on the reviewed financial statement of the Company for the six months ended 30 June 2022 is equal to THB 55,376,634.24.

## 1.7 Basis Used to Determine the Value of Consideration

The basis used to determine the value of consideration is derived from the market price of the shares in NBC traded on the SET for the period from 1 June 2022 to 23 September 2022 at the average price of THB 2.13 per share prior to the date on which the approval for the entry into this transaction is granted.



## **1.8 Expected Benefits of the Company**

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

1. The Company will receive cash from the transaction, resulting in increased liquidity, thereby further strengthening its financial position.
2. The Company will have better capital structure since the profits received from the transaction will result in its higher shareholders' equity.

## **1.9 Use of Proceeds from the Disposal of Assets**

The Company's current liquidity is still sufficient and the Company has yet to determine the use of proceeds from this transaction. Furthermore, as the current economic conditions have not recovered, the fact that the Company is able to hold additional cash as current assets is conducive to a stronger financial position.

## **1.10 Opinion of the Board of Directors**

After taking into account the value of consideration as detailed in Clause 1.7 above, the Board of Directors unanimously resolved to approve the entry into the transaction as it viewed that such entry into the transaction and the value of consideration were appropriate, reasonable, and beneficial to the Company and all shareholders of the Company in the long run as per the reasons specified in Clause 1.8 above.

## **1.11 Opinion of the Audit Committee**

The opinion of the Audit Committee is not different from the Board of Directors as stated in Clause 1.10 above.

## **2. Information Disclosure under List 2**

### **2.1 Board of Directors' Responsibility on the Information Disclosed to the Shareholders**

The Board of Directors has reviewed the information provided to it with due care and was responsible for the information disclosure as stated in this document. In this regard, the Board of Directors affirms that the information contained in this document is correct and complete without any material misstatements or concealment of material facts required to be disclosed pursuant to Section 89/20 of the Securities and Exchange Act B.E. 2535 (as amended).

### **2.2 Opinion of an Independent Expert**

-None-



### 2.3 Financial Projection for the Present Year (if any)

-None-

### 2.4 Pending Material Legal Actions or Disputes

As at 26 September 2022, the Company had no pending material legal action or dispute.

### 2.5 Benefits or Related Party Transactions between the Company and the Directors, Executives, and Shareholders with a Direct or Indirect Shareholding of 10% or More

The benefits or related party transactions between the Company and the directors, executives, and shareholders with a direct or indirect shareholding of 10% or more of the financial statements for the six months period ended 30 June 2022 and 2021 can be summarized as follows:

Related Party and Relationship	Types of Transaction	Transaction Value (Unit: THB millions)	
		For the six months ended 30 Jun 2022	For the six months ended 30 Jun 2021
1. Major shareholder	Short-term loan	-	12.50
	Interest paid	0.49	-

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