



Information Memorandum on the Asset Disposal, Schedule 1 of

Nation Multimedia Group Public Company Limited

The Board of Directors' meeting of Nation Multimedia Group Public Company Limited (the "Company") No. 7/2019, held on 16 May 2019, has unanimously resolved for the Company to dispose the investment in Nation International Edutainment Public Company Limited ("NINE"), an associate company of the Company which its business operations are publishing, creating, and distributing publications and digital publications, i.e. pocket books and comic books as well as conducting e-commerce business and online and offline advertising media, in the total number of shares not exceeding 120,808,387 ordinary shares, or equivalent to 33.05 percent of the total outstanding shares of NINE, at the price of not lower than Baht 2.62 per share which is the average price that the Company acquired the NINE's ordinary shares. Additionally, the total amount received from the said share offer does not exceed Baht 350,000,000. This share offer will be made to public investors who are not connected persons of the Company, as prescribed in the Notification of Capital Market Supervisory Board TorChor. 21/2551 regarding Rules on Connected Transactions, dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546, dated November 19, 2003 (as amended) ("**Notification on the Connected Transactions**"), via the Stock Exchange of Thailand (the "SET") under either Automatic Order Matching (AOM) method or Trade Report method, through securities companies to be appointed by the Company to be a broker of NINE's shares, one time or several times within three months from the date on which the Board of Directors of the Company has the resolution. A purpose is to help the Company to have enough cash flow for a business operation and increase in the Company's financial liquidity, used as working capital and to repay debt which would help reduce the interest burden of the Company.

On the date that the Board of Directors approves this disposal of ordinary shares in NINE, the Company holds ordinary shares in NINE in the number of 120,808,387 shares, representing 33.05 percent of the total outstanding shares of NINE. After this sale of shares in NINE, NINE will no longer have a status of an associated company of the Company.

The said transaction is considered as a disposal of assets in accordance with the Notification of Capital Market Supervisory Board No. Tor Chor. 20/2551 regarding Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547, dated October 29, 2004 (as amended) ("**Notification on Acquisition or Disposal of Assets**"). The highest transaction value equals to 10.70 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 for

the 9-month period as of 30 September 2018. The transaction value is also calculated from the transactions 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 ordinary shares in NINE, comprising three transactions as follows:

(1) the transaction of the disposal of all investments in WPS (Thailand) Company Limited, having the highest transaction value of 13.99 percent based on the value of consideration basis, calculated from the Company's reviewed consolidated financial statements for 6-month period as of 30 June 2018; and

(2) the transaction of the disposal of Land and Buildings in Khon Kaen, having the highest transaction value of 0.37 percent based on the value of consideration basis, calculated from the Company's reviewed consolidated financial statements for 9-month period as of 30 September 2018 ; and

(3) the transaction of the disposal of 3 plots of Land and Buildings on Thepparatana Road, Samut Prakan Province, having the highest transaction value of 10.13 percent based on the value of consideration basis, calculated from the Company's reviewed consolidated financial statements for 9-month period as of 30 September 2018

Therefore, the combination between this transaction and the transactions entered into in the period of 6 months prior to the date that the Company's Board of Directors resolved to approve the disposal of Investment in NINE results in the total highest transaction value of 35.19 percent based on the value of consideration basis, 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 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.

In this regard, the Company therefore informs the details of the said transactions indicated in the Notification on Acquisition or Disposal of Assets as follows:

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

The transaction date is on 16 May, 2019 which is the date that the Board of Director resolved for an approval of investment disposition of NINE in the total number of shares not exceeding 120,808,387 shares, or equivalent to 33.05 percent of the total outstanding shares of NINE, at the price of not lower than Baht 2.62 per share. The total amount received from the share offer does not exceed Baht 350,000,000. This share offer will be made to public investors who are not connected persons of the Company, as prescribed in the Notification on the Connected Transactions, via the SET under either Automatic Order Matching (AOM) method or Trade Report method, through securities companies to be appointed by the Company to be a broker of NINE's shares, one time or several times within three months from the date on which the Board of Directors of the Company has the resolution.

2. The relevant parties and the relationship of parties of this investment disposition

This investment disposition of NINE will be made to general investors who are not related persons of the Company, as prescribed in the Notification on the Connected Transactions, via the SET under either Automatic Order Matching (AOM) method or Trade Report method, through securities companies to be appointed by the Company to be a broker of NINE's shares.

The said transaction is not considered as the connected transaction because the sale of the NINE's shares shall be made under the Automatic Order Matching (AOM) method and the Trade Report method in which the purchasers shall be the public investors who are not connected persons of the Company as prescribed in the Notification on the Connected Transactions.

3. General characteristics of the transaction and transaction value and details of the asset disposal

3.1 General Characteristics

The Company will dispose investments in NINE in the total number of shares not exceeding 120,808,387 shares, or equivalent to 33.05 percent of the total outstanding shares of NINE, at the price of not lower than Baht 2.62 per share. The total amount received from the said share offer does not exceed Baht 350,000,000. This share offer will be made to general investors who are not related persons of the Company, as prescribed in the Notification on the Connected Transactions, via the SET under either Automatic Order Matching (AOM) method or Trade Report method, through securities companies to be appointed by the Company to be a broker of NINE's shares, one time or several times within three months from the date on which the Board of Directors of the Company has the resolution.

After this sale of shares of NINE, NINE will no longer have a status of an associated company of the Company..

3.2 Calculation of transaction value

Due to the calculation under the Notification on Acquisition or Disposal of Assets based on the latest reviewed consolidated financial statements of the Company and NINE for 9-month period as of 30 September 2018, the details are as follows:

1. Net Tangible Asset Criteria

Cannot be calculated since the tangible asset of the Company is negative.

2. Net Profits from Normal Operation Criteria

Cannot be calculated since the net profit of the Company is negative.

3. Total Value of Consideration Criteria

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

Paid or Received Transaction Value = Purchase and sale price

	= 350.00 Million Baht
Total Value of Consideration	= <u>350.00 Million Baht x 100</u>
	3,271.13 Million Baht
	= 10.70 percent

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

Cannot be calculated since the Company did not issue asset as consideration.

The highest transaction value is 10.70 percent based on the value of consideration basis, calculated from the Company's reviewed consolidated financial statements for 9-month period as of 30 September 2018. The transaction value is also calculated from the transactions 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 ordinary shares in NINE, comprising three transactions:

(1) the transaction of the disposal of all investments in WPS (Thailand) Company Limited, having the highest transaction value of 13.99 percent based on the value of consideration basis, calculated from the Company's reviewed consolidated financial statements for 6-month period as of 30 June 2018; and

(2) the transaction of the disposal of Land and Buildings in Khon Kaen, having the highest transaction value of 0.37 percent based on the value of consideration basis, calculated from the Company's reviewed consolidated financial statements for 9-month period as of 30 September 2018; and

(3) the transaction of the disposal of 3 plots of Land and Buildings on Thepparatana Road, Samut Prakan Province, having the highest transaction value of 10.13 percent based on the value of consideration basis, calculated from the Company's reviewed consolidated financial statements for 9-month period as of 30 September 2018

Therefore, the combination between this transaction and the transaction entered into in the period of 6 months prior to the date that the Company's Board of Directors resolved to approve the disposal of Investment in NINE results in the total highest transaction value of 35.19 percent based on the value of consideration basis, 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 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. the approval on the transaction of disposing the Investment in NINE expected shall occur before the transaction of the request for return of the digital television frequency and television business license for operating digital terrestrial television broadcasting, national business service category, standard-definition variety category: SPRING 26 channel (Originally named NOW26) (the "License") of Spring 26 Co., Ltd (originally named Bangkok Business Broadcasting Co., Ltd), a subsidiary of the Company, since entering into the transaction of the request for return of the License shall be on the date on which the National Broadcasting and Telecommunications Commission approves i.e. within 60 days from the date that the Spring sends a letter requesting the return of the License (from 10 May 2019), as detailed in the Information Memorandum on the Approval in Principle to Return the Digital Television Frequency License to Operate Digital Television, SPRING 26 channel, dated 10 May 2019.

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 debt repayment and business operation, as the Company has continuous loss. Thus, the Company considers the business restructure of the Company's group in order to cope with consequences from the current economic recession, including the industrial regression of business which is not core business of the Company, e.g. publishing business that is continuously in a period of stagnation, evidencing from the gradual shutdown of several magazines and the rapid change of behavior of media and publication consumption; causing most printing-media entrepreneurs to suffer losses in the present. After this sale of shares of NINE, the Company shall pursue its strategy and policy, focusing on the core business operation that the Company truly has knowledge and expertise in as the strength, which consists of printing media (Bangkok Business Post, The Nation, and Kom Chad Luek), organizing of related activities, television business concerning the categories of news and content that the Company has expertise in, and production of program contents, including the relevant businesses which have a potential for growth and support the Company's core business in order that the Company is able to further continuously operate the business and be ready to operate a core business with strength for the growth of its base in the future.

This consideration on the disposal of investment in NINE, an associated company of the Company, is not the disposal of the Company's main business so that it does not affect the Company's business operation in the future and does not need to use the disposed asset. Moreover, this disposal of investment in NINE allows the Company to have cash flow to be used as working capital, which would increase the Company's financial liquidity. In addition, the Company will repay debt to account payables and debts burden which would help reduce the interest burden of the Company.

4. Description of asset to be disposed of

Details of NINE are as follows:

4.1 General Details

Name	Nation International Edutainment Public Company Limited
Corporate Registration Number	0107551000312
Type of business	Publishing, creating and distributing publications and digital publications, i.e. pocket books and comic books as well as conducting e-commerce business and online and offline advertising media.
Headquarters	333 Lao Peng Nguan 1 Tower, 24 th Floor, Soi Choeiphuang,

	Vibhavadi-Rangsit Road, Chomphon Sub-District, Chatuchak District, Bangkok
Registered Capital	390,549,286 Baht
Paid-in Capital	365,549,286 Baht
Number of Ordinary Shares	365,549,286 Share
Number of Preference Share	- None -
Par Value	Baht 1 per share

4.2 List of Shareholders as of 20 March 2019

No.	List of Shareholder	Number of Ordinary Shares	Percent
1.	Silom Road Limited	175,950,000	48.13
2.	Nation Multimedia Group Public Company Limited	120,808,387	33.05
3.	Mr. Viroj Tangjetanaporn	19,550,000	5.35
4.	Mr. Sombat Panichewa	6,000,000	1.64
5.	Mr. Chainnarong Sangtongaram	3,356,900	0.92
6.	Others	39,883,999	10.91
	Total	365,549,286	100.00

4.3 List of Directors as of 28 February 2019

No.	List of Directors	Position
1.	Mr. Pana Janviroj	Chairman of the Board
2.	Mr. Worapoj Chanyakomol	Director
3.	Mr. Somchai Meesen	Director
4.	Mr. Viroj Tangjetanaporn	Director
5.	Mrs. Suparanan Tanviruch	Independent Director/ Chairman of the Audit

No.	List of Directors	Position
		Committee
6.	Mr. Phunwarit Martmuang	Independent Director/ Audit Committee
7.	Mr. Stephen Joseph Camilleri	Independent Director/ Audit Committee

4.4 Financial Information

1) Consolidated financial statements of the Company from 2015 to 2017 and 9-month period of 2018.

Nation Multimedia Group Public Company Limited and its subsidiaries

(in thousand Baht)

Consolidated statement of income	2015	%	2016	%	2017	%	1 Jan - 30 Sep 2018 (9 mths)	%
Revenue from sale of goods and rendering of services	2,399,514	95%	2,021,669	96%	1,809,052	96%	1,144,527	93%
Investment income	28,810	1%	22,604	1%	8,711	0%	3,433	0%
Gain on disposal of investments	61,521	2%	-	-	-	-	-	-
Other income	60,115	2%	62,066	3%	72,561	4%	82,807	7%
Total income	2,549,960	100%	2,106,339	100%	1,890,324	100%	1,230,767	100%
Cost of sale of goods and rendering of services	2,209,915		2,000,460		1,699,708		930,088	
Selling and administrative expenses	876,828		1,114,444		2,370,976		523,122	
Total expenses	3,086,743		3,114,904		4,070,684		1,453,210	
Profit (loss) before finance cost and income tax expense	(536,783)		(1,008,565)		(2,180,360)		(222,443)	
Finance costs	(166,022)		(152,358)		(173,896)		(124,031)	
Income tax (expense) benefit	115,322		(157,819)		(24,166)		(54,460)	
Share of profit (loss) of associate	320		1,080		70		(1,732)	
Profit (loss) for the year	(587,163)		(1,317,662)		(2,378,352)		(402,666)	
Non-controlling interests	8,638		138,189		221,867		48,311	
Profit (loss) to owners of parent	(578,525)		(1,179,473)		(2,156,485)		(354,355)	

Consolidated statement of financial position	31-Dec-15	%	31-Dec-16	%	31-Dec-17	%	30-Sep-18	%
Cash and cash equivalents	207,525	3%	233,694	4%	186,399	5%	177,650	5%
Current investments	822,150	11%	422,376	6%	125,422	3%	67,135	2%
Trade accounts receivable - net	588,557	8%	398,049	6%	274,768	7%	188,551	6%
Accrued income	167,704	2%	99,469	2%	77,070	2%	125,868	4%
Other receivables	85,826	1%	89,842	2%	59,605	1%	87,520	3%
Inventories - net	379,968	5%	136,926	2%	68,116	1%	25,322	0%
Non-current assets held for sales	-	-	-	-	-	-	376,405	12%
Other current assets - net	242,306	3%	321,559	5%	285,792	7%	227,304	7%
Total current assets	2,494,036	33%	1,701,915	27%	1,077,172	26%	1,275,755	39%
Long-term investments	32,419	0%	30,572	0%	27,245	1%	23,757	1%
Property, plant and equipment - net	1,646,419	22%	1,488,481	23%	1,462,585	36%	576,530	18%
Investment properties	44,678	0%	75,447	1%	70,655	2%	74,465	2%
Intangible assets - net	115,517	2%	171,182	3%	66,984	2%	70,640	2%
Digital television licences	2,783,780	37%	2,574,171	40%	1,049,289	26%	979,913	30%
Deferred tax assets	262,922	3%	112,053	2%	77,317	1%	26,748	1%
Other non-current assets	242,371	3%	231,609	4%	238,683	6%	243,326	7%
Total non-current assets	5,128,106	67%	4,683,515	73%	2,992,758	74%	1,995,379	61%
Total assets	7,622,142	100%	6,385,430	100%	4,069,930	100%	3,271,134	100%
Bank overdrafts and short-term loans from financial institutions	590,385	8%	549,431	9%	864,674	21%	812,337	25%
Trade accounts payable	133,706	2%	99,264	1%	105,023	3%	121,601	4%
Current portion of digital television licences payable	556,204	7%	584,069	9%	297,964	7%	-	0%
Current portion of long-term loans from financial institutions	-	0%	120,000	2%	156,000	4%	45,000	1%
Short-term borrowings	-	0%	550,000	9%	553,500	14%	329,703	10%
Current portion of finance lease liabilities	1,561	0%	1,066	0%	-	0%	-	0%
Other payables	26,329	0%	26,140	0%	67,394	2%	97,249	3%
Accrued expenses	216,232	3%	187,345	3%	166,497	4%	193,309	6%
Current income tax payable	418	0%	8	0%	-	-	-	-
Other current liabilities	329,558	5%	368,665	6%	289,613	7%	176,833	5%
Total current liabilities	1,854,393	25%	2,485,988	39%	2,500,665	62%	1,776,032	54%
Digital television licences payable	1,714,138	22%	1,130,070	18%	1,131,218	28%	1,445,887	44%
Long-term loans from financial institutions - net	-	0%	158,833	2%	47,000	1%	144,125	4%
Finance lease liabilities - net	1,271	0%	-	-	-	-	-	-
Deferred tax liabilities	17,826	0%	20,909	0%	31,230	1%	20,126	1%
Employee benefit obligations	163,856	2%	167,253	3%	137,981	3%	126,876	4%
Other non-current liabilities	130,432	2%	105,061	2%	87,316	2%	55,630	2%
Total non-current liabilities	2,027,523	26%	1,582,126	25%	1,434,745	35%	1,792,644	55%
Total liabilities	3,881,916	51%	4,068,114	64%	3,935,410	97%	3,568,676	109%
Authorized share capital	2,663,572		2,663,572		2,663,572		2,663,572	
Issued and paid share capital	2,155,849	28%	2,155,959	34%	2,155,959	53%	2,156,024	66%
Premium on ordinary shares	1,169,345	15%	1,169,694	18%	1,169,694	28%	1,169,752	36%
Share premium on ordinary shares of subsidiaries	95,398	1%	96,605	1%	96,939	2%	96,939	3%
Warrants	18,665	0%	30,013	0%	35,345	1%	-	-
Reserve on acquisition of warrants	(91,013)	-1%	(91,013)	-1%	(91,013)	-2%	-	-
Other components of equity	(4,251)	0%	(4,232)	0%	167,161	4%	72,170	2%
Retained earnings (Deficit)								
- Legal reserves	32,700	1%	32,700	1%	32,700	1%	32,700	1%
- Unappropriated (Deficit)	(91,467)	-1%	(1,399,685)	-22%	(3,556,270)	-87%	(3,870,313)	-118%
Equity attributable to owners of the parent	3,285,226	43%	1,990,041	31%	10,515	0%	(342,728)	-10%
Non-controlling interests	455,000	6%	327,275	5%	124,005	3%	45,186	1%
Total equity	3,740,226	49%	2,317,316	36%	134,520	3%	(297,542)	-9%
Total liabilities and equity	7,622,142	100%	6,385,430	100%	4,069,930	100%	3,271,134	100%

2) Consolidated financial statement of NINE from 2016 to 2018 and 3-month period of 2019.

Nation International Edutainment Public Company Limited and its Subsidiary

(in Thousand Baht)

Statement of income	2016	%	2017	%	2018	%	1 Jan - 31 Mar 2019 (3 mths)	%
Income								
Revenue from sale of goods and rendering of services	161,286	89%	137,283	87%	88,334	86%	10,656	70%
Other income	20,928	11%	20,990	13%	14,382	14%	4,602	30%
Total income	182,214	100%	158,273	100%	102,716	100%	15,258	100%
Expenses								
Cost of sale of goods and rendering of services	99,802		73,038		118,865		26,292	
Selling and administrative expenses	79,130		73,029		86,840		28,090	
Impairment losses and other provisions	-		137		56,166		-	
Loss on business restructuring	204,445		-		-		-	
Total expenses	383,377		146,204		261,871		54,382	
Profit (loss) before finance cost and income tax expense	(201,163)		12,069		(159,155)		(39,124)	
Finance costs	(869)		(786)		(707)		(149)	
Income tax (expense) benefit	(11,825)		(4,104)		(9,091)		152	
Profit (loss) for the year	(213,857)		7,179		(168,953)		(39,121)	
Non-controlling interests	(1,157)		13		(45)		4	
Profit (loss) to owners of parent	(212,700)		7,166		(168,908)		(39,125)	

Nation International Edutainment Public Company Limited and its Subsidiary

(in Thousand Baht)

Statement of financial position	31 Dec 2016	%	31 Dec 2017	%	31 Dec 2018	%	31 Mar 2019	%
Cash and cash equivalents	20,829	6%	92,218	29%	338,748	75%	309,127	76%
Current investments	243,521	65%	103,025	32%	100	0%	500	0%
Trade accounts receivable	50,342	13%	62,423	19%	13,867	3%	6,466	2%
Accrued income	6,055	2%	3,555	1%	932	0%	3,245	1%
Other receivables	6,556	2%	14,729	5%	10,813	3%	3,571	1%
Inventories	24,335	6%	18,649	6%	12,484	3%	11,712	3%
Other current assets	1,618	0%	671	0%	6,179	1%	7,137	1%
Total current assets	353,256	94%	295,270.00	92%	383,123.00	85%	341,758.00	84%
Restricted deposit	400	0%	400	0%	-	-	-	-
Property, plant and equipment	1,206	0%	1,121	0%	13,475	3%	13,819	3%
Intangible assets	4,202	1%	12,617	4%	49,241	11%	45,619	12%
Deferred tax assets	15,430	4%	11,326	4%	1,719	0%	1,871	0%
Other non-current assets	1,999	1%	503	0%	1,790	1%	1,951	1%
Total non-current assets	23,237	6%	25,967.00	8%	66,225.00	15%	63,260.00	16%
Total assets	376,493	100%	321,237.00	100%	449,348.00	100%	405,018.00	100%
Trade accounts payable	75,572	20%	13,167	4%	4,538	1%	5,289	1%
Other payables	6,121	2%	3,938	2%	41,057	9%	38,870	10%
Accrued expenses	10,467	3%	10,533	3%	13,391	3%	10,520	3%
Other current liabilities	4,939	1%	5,585	2%	7,186	2%	5,547	1%
Total current liabilities	97,099	26%	33,223.00	11%	66,172.00	15%	60,226.00	15%
Employee benefit obligations	11,353	3%	12,721	4%	8,598	2%	9,355	2%
other non-current liabilities	903	0%	848	0%	815	0%	795	0%
Total non-current liabilities	12,256	3%	13,569.00	4%	9,413.00	2%	10,150.00	2%
Total liabilities	109,355	29%	46,792.00	15%	75,585.00	17%	70,376.00	17%
Equity								
Authorized share capital	259,250		259,250		365,549		365,549	
Issued and paid share capital	170,048	45%	170,048	53%	365,549	81%	365,549	90%
Premium on ordinary shares	272,706	72%	272,706	85%	342,646	76%	342,646	85%
Warrants	4,087	1%	4,215	1%	-	0%	-	0%
Retained earnings (Deficit)								
- Legal reserves	10,650	3%	10,650	3%	10,650	2%	10,650	3%
- Unappropriated (Deficit)	(189,699)	-50%	(183,135)	-57%	(344,998)	-76%	(384,123)	-95%
Equity attributable to owners of the parent	267,792		274,484		373,847		334,722	
Non-controlling interests	(654)		(39)		(84)		(80)	
Total equity	267,138	71%	274,445	85%	373,763	83%	334,642	83%
Total liabilities and equity	376,493	100%	321,237	100%	449,348	100%	405,018	100%

5. Total value of consideration

The Company shall dispose the investment in Nine, an associate company of the Company in the total number of shares not exceeding 120,808,387 shares, or equivalent to 33.05 percent of the total outstanding shares of NINE, at the price of not lower than Baht 2.62 per share. The total amount received from the share offer does not exceed Baht 350,000,000. This share offer will be made to public investors one time or several times within three months from the date on which the Board of Directors of the Company has the resolution. After this sale of shares of NINE, NINE will no longer have a status of an associated company of the Company.

6. Criteria to determine total value of consideration

The value of consideration is derived from share offer which does not exceed Baht 350,000,000. The Company shall offer the sale of investment or NINE's ordinary shares to general investor via the SET for one time or several times within three months from the date on which the Board of Directors of the Company has the resolution, at the offering price per share not lower than Baht 2.62, which is the average price that the Company acquired all NINE's ordinary shares, calculated from the sum of cost which the Company receives from the NINE's shares arrangement at a par value (Baht 1 per share), together with cost of additional share purchases, and cost of exercising rights to purchase newly issued shares of NINE allocated to the existing shareholders, divided by the total number of shares that the Company receives. . Due to the consideration of the valuation of business under various methods, i.e. Book Value method, Valuation Account method, Price to Book Value Ratio method, and Discounted Cash Flow method, valuated by the financial advisor of the Company, the financial advisor of the Company opines that the Valuation Account method is the most appropriate valuation method because such method gives the total current value of assets of NINE at Baht 0.92 per share. Additionally, NINE had losses from 2015 to 2016 and had continuously slight profits in 2017 and 2018 until the third installment ended March 31, 2019, causing the Discounted Cash Flow method does not show the intrinsic value of NINE.

The source of the total number that does not exceed Baht 350,000,000 received from a share offer is the forecasting cash flow, expected that the Company needs to utilize the cash flow for the working capital and the repayment of secured debts, which will reduce interest expenses of the Company in order that the Company is able to operate the business on a continuous basis.

Additionally, the Board of Directors of the Company has considered and opined that the said determination of the minimum offering price is appropriate for the Company to be able to dispose the assets at the price consistent with the market and industry conditions in the economic downturn. Moreover, the selling price is higher than the fair value, valuated under the abovementioned Valuation Account method. In addition, the Company needs to utilize the cash flow for the working capital and the repayment of debt, which alleviates the Company's expense regarding the payment of interests to enable the Company to operate its business smoothly. Furthermore, such disposal of assets does not substantially affect the ordinary course of the core businesses of the Company.

7. Expected benefits to the Company from the asset disposal

- 7.1 This asset disposal will help reduce the risk from managing capital structure, making the Company receive working capital available for the demand of cash flow in a timely manner
- 7.2 The proceeds received from asset disposal shall be utilized as the working capital of the Company to increase the financial liquidity of the Company and/or the reduce of the amount of debts enabling the Company to repay the debts within the specified time and operate its business smoothly. Currently, the Company has debts with interest with the financial institutions and short-term loans in the amount of approximately Baht 918 million.
- 7.3 This asset disposal will also help reduce the high-rate interest expenses since the Company can use the proceeds received from the disposal of assets to partially repay the debts.
- 7.4 This disposal of asset is a part of the business restructuring of the Company to deal with the effect of current economic recession, and to pursue its strategy and policy of the Company to focus on the core business that the Company has knowledge and expertise in as the strength i.e. printing media (Bangkok Business Post, the Nation, and Kom Chud Luek), organizing related activities, television business concerning the categories of news and contents that the Company have expertise in, and production of program contents, including the relevant businesses which have a potential growth and support the Company's core business in order that the Company is able to further continuously operate the business.

8. Plans for utilizing the proceeds from the asset disposal

Proceeds received from the disposal of the investments of NINE would be used as the working capital to increase the financial liquidity of the Company's core business that the Company has knowledge and expertise in and consistent with the Company's policy, i.e. printing media (Bangkok Business Post, the Nation, and Kom Chud Luek), organizing of related activities, television business concerning the categories of news and contents that the Company has expertise in, and production of program contents, including the relevant businesses which have a potential growth and support the Company's core business in order that the Company is able to further continuously operate the business and pay debts to account payables and debts burden since, currently, the Company has debts with interests with the financial institutions and short-term loans in the amount of approximately Baht 918 million, and the debt regarding the digital television license fee in the amount of Baht 323.8 million.

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 the Board of Directors' Meeting No. 7/2019, held on 16 May 2019, 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.

Moreover, the Company shall perform any actions to be in accordance with the Securities and Exchange Act B.E. 2535 (as amended) ("**Securities and Exchange Act**") and other relevant rules and regulations regarding the disposal of this NINE's ordinary shares including the report the disposal of the securities of the business according to Section 246 of the Securities and Exchange Act and the Notification of Capital Market Supervisory Board TorChor. 28/2554 regarding Requirements Related to Reporting of Acquisition and Disposal of Securities (Codified).

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

The meeting of the Board of Directors' Meeting No. 7/2019, held on 16 May, 2019 has carefully considered this transaction, by considering the conditions of the transaction, the appropriateness of the sale value, and the necessity of financial liquidity of the Company. 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, under reasonable conditions.

11. Opinion of the Audit Committee and/or opinion of the director which is different from the opinion of the Board under Clause 9

All Audit Committee members 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.

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) Consolidated Financial Statements

Consolidated financial statements of the Company from 2015 to 2017 and 9-month period of 2018.

Nation Multimedia Group Public Company Limited and its subsidiaries

(in thousand Baht)

Consolidated statement of income	2015	%	2016	%	2017	%	1 Jan - 30 Sep 2018 (9 mths)	%
Revenue from sale of goods and rendering of services	2,399,514	95%	2,021,669	96%	1,809,052	96%	1,144,527	93%
Investment income	28,810	1%	22,604	1%	8,711	0%	3,433	0%
Gain on disposal of investments	61,521	2%	-	-	-	-	-	-
Other income	60,115	2%	62,066	3%	72,561	4%	82,807	7%
Total income	2,549,960	100%	2,106,339	100%	1,890,324	100%	1,230,767	100%
Cost of sale of goods and rendering of services	2,209,915		2,000,460		1,699,708		930,088	
Selling and administrative expenses	876,828		1,114,444		2,370,976		523,122	
Total expenses	3,086,743		3,114,904		4,070,684		1,453,210	
Profit (loss) before finance cost and income tax expense	(536,783)		(1,008,565)		(2,180,360)		(222,443)	
Finance costs	(166,022)		(152,358)		(173,896)		(124,031)	
Income tax (expense) benefit	115,322		(157,819)		(24,166)		(54,460)	
Share of profit (loss) of associate	320		1,080		70		(1,732)	
Profit (loss) for the year	(587,163)		(1,317,662)		(2,378,352)		(402,666)	
Non-controlling interests	8,638		138,189		221,867		48,311	
Profit (loss) to owners of parent	(578,525)		(1,179,473)		(2,156,485)		(354,355)	

Consolidated statement of financial position	31-Dec-15	%	31-Dec-16	%	31-Dec-17	%	30-Sep-18	%
Cash and cash equivalents	207,525	3%	233,694	4%	186,399	5%	177,650	5%
Current investments	822,150	11%	422,376	6%	125,422	3%	67,135	2%
Trade accounts receivable - net	588,557	8%	398,049	6%	274,768	7%	188,551	6%
Accrued income	167,704	2%	99,469	2%	77,070	2%	125,868	4%
Other receivables	85,826	1%	89,842	2%	59,605	1%	87,520	3%
Inventories - net	379,968	5%	136,926	2%	68,116	1%	25,322	0%
Non-current assets held for sales	-	-	-	-	-	-	376,405	12%
Other current assets - net	242,306	3%	321,559	5%	285,792	7%	227,304	7%
Total current assets	2,494,036	33%	1,701,915	27%	1,077,172	26%	1,275,755	39%
Long-term investments	32,419	0%	30,572	0%	27,245	1%	23,757	1%
Property, plant and equipment - net	1,646,419	22%	1,488,481	23%	1,462,585	36%	576,530	18%
Investment properties	44,678	0%	75,447	1%	70,655	2%	74,465	2%
Intangible assets - net	115,517	2%	171,182	3%	66,984	2%	70,640	2%
Digital television licences	2,783,780	37%	2,574,171	40%	1,049,289	26%	979,913	30%
Deferred tax assets	262,922	3%	112,053	2%	77,317	1%	26,748	1%
Other non-current assets	242,371	3%	231,609	4%	238,683	6%	243,326	7%
Total non-current assets	5,128,106	67%	4,683,515	73%	2,992,758	74%	1,995,379	61%
Total assets	7,622,142	100%	6,385,430	100%	4,069,930	100%	3,271,134	100%
Bank overdrafts and short-term loans from financial institutions	590,385	8%	549,431	9%	864,674	21%	812,337	25%
Trade accounts payable	133,706	2%	99,264	1%	105,023	3%	121,601	4%
Current portion of digital television licences payable	556,204	7%	584,069	9%	297,964	7%	-	0%
Current portion of long-term loans from financial institutions	-	0%	120,000	2%	156,000	4%	45,000	1%
Short-term borrowings	-	0%	550,000	9%	553,500	14%	329,703	10%
Current portion of finance lease liabilities	1,561	0%	1,066	0%	-	0%	-	0%
Other payables	26,329	0%	26,140	0%	67,394	2%	97,249	3%
Accrued expenses	216,232	3%	187,345	3%	166,497	4%	193,309	6%
Current income tax payable	418	0%	8	0%	-	-	-	-
Other current liabilities	329,558	5%	368,665	6%	289,613	7%	176,833	5%
Total current liabilities	1,854,393	25%	2,485,988	39%	2,500,665	62%	1,776,032	54%
Digital television licences payable	1,714,138	22%	1,130,070	18%	1,131,218	28%	1,445,887	44%
Long-term loans from financial institutions - net	-	0%	158,833	2%	47,000	1%	144,125	4%
Finance lease liabilities - net	1,271	0%	-	-	-	-	-	-
Deferred tax liabilities	17,826	0%	20,909	0%	31,230	1%	20,126	1%
Employee benefit obligations	163,856	2%	167,253	3%	137,981	3%	126,876	4%
Other non-current liabilities	130,432	2%	105,061	2%	87,316	2%	55,630	2%
Total non-current liabilities	2,027,523	26%	1,582,126	25%	1,434,745	35%	1,792,644	55%
Total liabilities	3,881,916	51%	4,068,114	64%	3,935,410	97%	3,568,676	109%
Authorized share capital	2,663,572		2,663,572		2,663,572		2,663,572	
Issued and paid share capital	2,155,849	28%	2,155,959	34%	2,155,959	53%	2,156,024	66%
Premium on ordinary shares	1,169,345	15%	1,169,694	18%	1,169,694	28%	1,169,752	36%
Share premium on ordinary shares of subsidiaries	95,398	1%	96,605	1%	96,939	2%	96,939	3%
Warrants	18,665	0%	30,013	0%	35,345	1%	-	-
Reserve on acquisition of warrants	(91,013)	-1%	(91,013)	-1%	(91,013)	-2%	-	-
Other components of equity	(4,251)	0%	(4,232)	0%	167,161	4%	72,170	2%
Retained earnings (Deficit)								
- Legal reserves	32,700	1%	32,700	1%	32,700	1%	32,700	1%
- Unappropriated (Deficit)	(91,467)	-1%	(1,399,685)	-22%	(3,556,270)	-87%	(3,870,313)	-118%
Equity attributable to owners of the parent	3,285,226	43%	1,990,041	31%	10,515	0%	(342,728)	-10%
Non-controlling interests	455,000	6%	327,275	5%	124,005	3%	45,186	1%
Total equity	3,740,226	49%	2,317,316	36%	134,520	3%	(297,542)	-9%
Total liabilities and equity	7,622,142	100%	6,385,430	100%	4,069,930	100%	3,271,134	100%

Management Discussion and Analysis

The consolidated financial statements of Nation Multimedia Group Public Company Limited and its subsidiaries for the nine-month period ended 30 September 2018 represented a loss of Baht 354.36 million. Compared to the same period of 2017, the loss was Baht 2,027.96 million (restated), a decrease loss of 83%. The Company would like to clarify a significance change of Group's operation results were summarized as follows

1. Revenue from sales of goods and rendering of services for the nine-month period of 2018 decreased by 19% compared to the same period of 2017. The main reasons is from economic slowdown which affected advertising revenue decreased by 19% and circulation revenues of newspaper, pocket books and children books decreased by 31%.

2. Costs and expenses for the nine-month period of 2018 decreased by 57% compared to the same period of 2017. The main reasons were:

- Cost of goods sold and rendering of services decreased 31% in line with the decrease in revenue from sales of goods and rendering of services.
- Distribution costs and administrative expenses decreased 28% due to in the first quarter of 2017, the Group compensated a voluntary resignation plan to the employee. In addition, the Group has a policy to maintain of expenses monitor.
- Impairment losses on assets decreased due to the Group recognized impairment losses from digital terrestrial television licenses and relating assets amounting to Baht 1,493.77 million in the third quarter of 2017.

Total assets were THB 3,271 million (in 2017 they were THB 4,070 million), a decrease of THB 799 million. The significant changes in the assets are as follows:

Current investment decreased by THB 58 million (-46%) due to the dispose of investments in funds.

Trade account receivables - net decreased by THB 86 million (-31%) due to a decrease in the revenue from the sale of advertisements and print media, and collection on its customers.

Accrued income increased by THB 49 million (63%). Most of the accrued income was attributable to the unissued invoices under the advertising agreements in the television business. In addition, the Company also got income from the various special activities. In some cases, service provision has already commenced but the corresponding invoice will be issued after the completion of each project in the next quarter.

Non-current assets held for sales increased by THB 376 million due to the reclassification of net assets of subsidiaries held for sales.

Other current asset – net decreased by THB 58 million (-20%), mainly due to the decrease in revenue from receivables from the Revenue Department and input value added tax pending arising from the collection from trade accounts receivable and payment of trade accounts payable, respectively.

Property, plants, and equipment - net decreased by THB 886 million (-61%), mainly due to the sale of subsidiaries during the period and classification as non-current assets held for sales and depreciation for the first-third quarter of 2018.

Digital television licences decreased by THB 69 million due to the amortisation for the first-third quarter of 2018.

Deferred tax assets decreased by THB 50 million due to the unrecognised deferred tax assets.

Total liabilities were THB 3,569 million (in 2017 they were THB 3,935 million), a decrease of THB 367 million. The significant changes are as follows:

Short-term borrowings decreased by THB 224 million, due to the repayment of short-term borrowings in the third quarter of 2018.

Other current liabilities decreased by THB 113 million (-39%), mainly due to the settlement of debts within the group that was decreasing in output value added tax pending of THB 69 million and deferred income decreased by THB 34 million.

4) Significant Lawsuits and Claims

- The Company and directors of the Group were accused of breach of the Public Limited Company Act B.E. 2535 in the civil lawsuit with the claim of Baht 42.5 million. However, on 6 October 2016, the Phrakhanong Provincial Court rendered a civil lawsuit judgement to dismiss the case against the Company and directors of the Group. The judgement was appealed by plaintiff in January 2017 then the plaintiff filed a petition to withdraw the appeal in February 2018. In July 2018, the Court of Appeal dismissed the case. However, the Court of First Instance is awaiting for the outcome of the case to the end before a new verdict according to the case. The management and legal consultant believe that the Court shall allow the withdrawal of the appeal for the Company and the lawsuit will be ended as the judgement of Court of First Instance.
- The Company and directors of the Group were accused of violating the Securities and Exchange Act B.E. 2535 in the civil lawsuit with the claim of Baht 51.9 million. However, on 11 September 2018 the court of First Instance rendered a civil lawsuit judgement to dismiss the Company out.

- On May 16, 2017, the Court of Appeal rendered a civil lawsuit judgement to revoke the resolutions made in the 2015 Annual General Meeting of the shareholders of the Company held on April 29, 2015. The Company subsequently filed a petition to the court in July 2017. The High Court, on February 12, 2019, upheld the verdict delivered by the Appeal Court revoking resolutions passed in the 2015 Annual General Meeting of Shareholders. Following the verdict, the Board of Directors resolved to consider and approve the appointment of the auditors and determine the auditor's remuneration for the year 2015 again in the 2019 Annual General Meeting of Shareholders, since the review and audit by the auditors that was carried out in 2015 was considered undertaken in good faith and the Company had already paid remuneration to the auditors.
- On 18 September 2018, a former employee as plaintiff filed a lawsuit against the Company and the Provident Fund to the Central Labor Court. This would require the payment of approximately Baht 47.8 million. As at 30 September 2018, the case is currently being considered by the Central Labor Court. Therefore, the Company has not recorded any provision against this claim in the interim financial statements for the three-month and nine-month periods ended 30 September 2018.

- 5) The material connected transactions for the nine-month period of 2018 of the Company are summarized as follows:

(Unit : THB million)

Connected Parties / Nature of Business	Relationship	Material Connected Transactions	Transaction Value / 9-Month Balance of 2018
Nation Broadcasting Corporate Public Company Limited : Production of TV and radio programmess, and providing advertisement through TV media, radio media, and new-media forms	A subsidiary, 71.45% shareholding by the Company, some common directors	Revenue from sale of goods and rendering of services	18.28
		Sale of equipment	6.64
		Other income	0.27
		Trade accounts receivables	6.42
		Accrued income	0.69
		Other receivables	2.00
		Trade accounts payables	33.55
		Other payables	12.61
Nation International Edutainment Public Company Limited : Importing, publishing and distributing local and foreign publications, production of TV programmes and providing advertisements through TV media, digital media and character management	A subsidiary, 71.04% shareholding by the Company, some common directors	Revenue from sale of goods and rendering of services	7.12
		Costs of sales of goods and rendering of services	2.50
		Other income	0.93
		Distribution costs and administrative expenses	0.36
		Trade accounts receivables	2.29
		Accrued income	0.03
		Other receivables	0.42
		Trade accounts payables	27.76
Nation News Network Co., Ltd. : Publishing and distribution of English newspaper, publishing, digital media publishing and	A subsidiary, 99.99% shareholding by the Company, some common directors	Revenue from sale of goods and rendering of services	19.78
		Costs of sales of goods and rendering of services	0.36

Connected Parties / Nature of Business	Relationship	Material Connected Transactions	Transaction Value / 9-Month Balance of 2018
advertising media		Other income	1.28
		Distribution costs and administrative expenses	0.06
		Trade accounts receivables	104.28
		Accrued income	0.44
		Other receivables	1.11
		Trade accounts payables	104.27
		Other payables	1.11
		Accrued expenses	5.82
NML Co., Ltd. : Delivery of newspaper and publishingprint media	The Company sold this investment on 19 September 2018	Revenue from sale of goods and rendering of services	1.52
		Costs of sales of goods and rendering of services	0.93
		Sale of equipment	0.20
		Other income	0.30
		Distribution costs and administrative expenses	0.65
Kom Chad Luek Media Co., Ltd. : Publishing and distribution of newspaper, publishing, digital media publishing and advertising media	A subsidiary, 99.99% shareholding by the Company, some common directors	Revenue from sale of goods and rendering of services	27.75
		Costs of sales of goods and rendering of services	2.07
		Sale of equipment	0.45
		Other income	0.03
		Trade accounts receivables	353.00
		Accrued income	0.61
		Other receivables	3.13
		Trade accounts payables	352.97
		Other payables	3.13

Connected Parties / Nature of Business	Relationship	Material Connected Transactions	Transaction Value / 9-Month Balance of 2018
		Accrued expenses	6.47
Krungthep Media Co., Ltd. : Publishing and distribution of newspaper, publishing, digital media publishing and advertising media	A subsidiary, 99.99% shareholding by the Company, some common directors	Revenue from sale of goods and rendering of services	67.90
		Costs of sales of goods and rendering of services	3.89
		Sale of equipment	4.49
		Other income	0.18
		Trade accounts receivables	108.33
		Accrued income	2.30
		Other receivables	4.51
		Trade accounts payables	297.65
		Other payables	23.14
		Accrued expenses	19.84
Bangkok Business Broadcasting Co., Ltd. : Production of TV programmes and providing advertisements through TV media	A subsidiary, 99.93% shareholding by the Company, some common directors	Revenue from sale of goods and rendering of services	13.85
		Sale of equipment	30.60
		Other income	0.08
		Trade accounts receivables	4.40
		Accrued income	0.06
		Other receivables	0.51
		Trade accounts payables	4.90
		Other payables	0.01
		Accrued expenses	6.70
WPS (Thailand) Co., Ltd. : Production of newspaper, and books and publishing	A subsidiary, 84.50% shareholding by the Company, some common directors	Revenue from sale of goods and rendering of services	6.64
		Costs of sales of goods and rendering of services	10.83

Connected Parties / Nature of Business	Relationship	Material Connected Transactions	Transaction Value / 9-Month Balance of 2018
service		Other income	0.07
		Distribution costs and administrative expenses	2.20
		Trade accounts receivables	2.64
		Accrued income	0.01
		Other receivables	0.14
		Trade accounts payables	12.51
		Other payables	3.24
		Accrued expenses	0.91
Nation University : Establish a private university and academic training	A University, a license holding by Nation U Co., Ltd. (The Group sold this investment on 25 July 2018.)	Revenue from sale of goods and rendering of services	6.58
		Other income	0.66
		Distribution costs and administrative expenses	3.52
NBC Next Vision Co., Ltd. : Production of TV programmes and providing advertisements through TV media	99.99% shareholding by Nation Broadcasting Corporation Public Company Limited, some common directors	Revenue from sale of goods and rendering of services	2.89
		Other income	0.45
		Other payables	0.56
Nation Global Edutainment Co., Ltd. : Importing, publishing and distributing children's books for edutainment	99.74% shareholding by Nation International Edutainment Public Company Limited, some common directors	Revenue from sale of goods and rendering of services	2.73
		Sale of equipment	0.31
		Other income	0.02
		Trade accounts receivables	0.84
		Other receivables	0.17
		Trade accounts payables	1.73
		Other payables	1.50
Yomiuri-Nation Information	An associated company,	Revenue from sale of goods and	0.09

Connected Parties / Nature of Business	Relationship	Material Connected Transactions	Transaction Value / 9-Month Balance of 2018
Service Limited : Advertising agency	45.00% shareholding by the Company, some common directors	rendering of services	
		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 SEC and the Stock Exchange.

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 Stock Exchange, 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:

Transactions	Pricing policies
Sale of goods and rendering of services	General price and negotiable rate
Costs of sales of goods and rendering of services	Actual cost allocation rate and negotiable rate
Sale of equipment	Book value plus margin
Purchase of equipment	Book value plus margin
Dividend income	As announced in the minute of shareholders' meeting
Other income	Negotiable rate
Distribution costs and administrative expenses	Negotiable rate
Interest expense	Rate as specified in the agreement

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 Stock Exchange of Thailand and the Securities and Exchange Commission 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 in all respects.

Please be informed accordingly.

Yours sincerely,

A handwritten signature in blue ink, consisting of several loops and a final flourish.

(Mr. Somchai Meesen)

Chief Executive Officer