



บริษัท ทีวี ธีนเดอร์ จำกัด (มหาชน)

ทะเบียนนิติบุคคลเลขที่ 0107557000446

1213/309-310 ซอยลาดพร้าว 94(ปัญจมิตร) ถนนศรีวิภา แขวงพลับพลา เขตวังทองหลาง กรุงเทพฯ 10310

TEL : +66(0) 2-5590022 FAX : +66(0) 2-5593609

Ref.No. TVT.CS.006/2024

June 28th, 2024

Subject: Report on the Disposition of Assets (Revised)

To: The President, The Stock Exchange of Thailand

Enclosure: Information on the Disposition of Assets

On June 28th, 2024, the Board of Directors meeting No. 3/2024 of TV Thunder Public Company Limited ("the Company") resolved to approve the disposition of its investment in 7,500 ordinary shares of Neon Works Company Limited, with a par value of 100 Baht per share, totaling 750,000 Baht, at a selling price of 7,500,000 Baht (seven million five hundred thousand Baht).

This transaction is considered as a disposition of assets according to the Notification of Capital Market Supervisory Board No. TorChor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets (as amended) and 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 Assets, 2004 (as amended). The details and the transaction size calculation of this transaction are provided in the Information of the Disposition of Assets enclosed herein. According to the calculation, this transaction is categorized as a medium-sized transaction, which requires the Company to notify the Stock Exchange of Thailand and send a circular notice to shareholders within 21 days from the day that the company has notified the Stock Exchange of Thailand.

In this regard, this transaction is not considered as the connected transactions under the Notification of the Capital Market Supervisory Board No. TorChor 21/2551 Re: Rules on Connected Transactions (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, 2003 (as amended).

Please be informed accordingly.

Yours sincerely,

- Mrs. Patraporn Wannapinyo -

(Mrs. Patraporn Wannapinyo)

Executive Chairman / Chief Executive Officer

Authorized Person to Disclose Information



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Information on the Disposition of Assets

TV Thunder Public Company Limited ("the Company")

Details of the disposition of assets are as follows:

1. Date of the Transaction

Date of the Board of Directors' approval	:	June 28 th , 2024
Date of the Company entered into the transaction	:	Within June 2024
Expected completion date	:	Within July 2024

2. The counterparty

Buyer	:	Mr. Phadol Meekun-iam
Relationship	:	The buyer is not a connected person under the Notification of the Capital Market Supervisory Board No. TorChor 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003.

3. Type and Details of the Transaction:

Disposal of ordinary shares of Neon Works Company Limited, totaling 7,500 shares, representing 15% of the total ordinary shares, classified as non-current financial assets in the Company's financial statements.

4. Details of the Assets:

Nature of assets	:	Ordinary shares issued by Neon Works Company Limited
Nature of business	:	A full-service solution agency
Paid-up capital	:	5,000,000 Baht (50,000 ordinary shares at par value 100 Baht each)
Number of Shares held by the Company:		7,500 shares
Shareholding Percentage	:	15%
The Board of Directors	:	1. Mr. Akedanai Yuktanan 2. Mr. Vasin Wudthimananon 3. Mr. Natorn Maneekorn 4. Mr. Natakrit Wannapinyo



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Lists of shareholders before and after the transaction:

No.	Shareholders	Before the transaction		After the transaction	
		No. of shares	Proportion (%)	No. of shares	Proportion (%)
1.	Mr. Akedanai Yuktanan	16,250	32.50	16,250	32.50
2.	Mr. Vasin Wudthimananon	16,250	32.50	16,250	32.50
3.	Mr. Natorn Maneekorn	10,000	20.00	10,000	20.00
4.	TV Thunder Public Company Limited	7,500	15.00	-	-
5.	Mr. Phadol Meekun-iam	-	-	7,500	15.00
	Total	50,000	100.00	50,000	100.00

Summary of financial position and operating results of Neon Works Company Limited's financial statements for 3 years:



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(Unit: Thousand Baht)

Items	2021	2022	2023
Financial Positions	As of Dec 31,	As of Dec 31,	As of Dec 31,
Total Assets	15,123.69	23,716.17	128,571.92
Total Liabilities	9,775.14	11,623.69	89,336.95
Total Shareholders' Equity	5,348.55	12,092.48	39,234.97
Retained Earnings	4,098.55	10,842.48	37,984.97
Operating Results	For year Ending Dec 31	For year Ending Dec 31	For year Ending Dec 31
Revenue from services	29,362.09	64,377.40	176,607.68
Cost of services	20,671.25	47,712.95	116,246.40
Gross Profit	8,690.84	16,664.45	60,361.28
Other Incomes	150.92	411.90	357.17
Selling and Administrative expenses	5,056.50	8,644.38	25,711.15
Other Expenses	558.74	1,688.04	7,864.81
Net Profits	3,226.52	6,743.93	27,142.49

5. Pricing and settlement method

Selling Price : 7,500,000 Baht

Pricing criteria : Agreed price between the buyer and the seller, based on the audited financial statements of Neon Works Company Limited for the year ended December 31, 2023

Cost of securities : 750,000 baht (7,500 ordinary shares at par value 100 baht each)

Payment method : Payment to be made by deposit funds to the Company's bank account within 7 days after both parties sign the agreement. The Company will proceed with the share transfer within 7 days after receiving the payment.

Calculation of the transaction size:

Calculation Criteria	Calculation Method
1. The value of the net tangible assets (NTA)	$\frac{\text{NTA of securities sold X Disposal Proportion X 100}}{\text{NTA of the listed company}}$
	$\frac{(39,198,000 \times 15\%) \times 100}{677,792,000 - 15,980,000 - 54,597,000 - 1,019,000}$
	= 0.97%
2. Net operating profits	$\frac{\text{Net Profit of securities sold X Disposal Proportion X 100}}{\text{Net operating profits of the listed company}}$
	$\frac{(27,142,000 \times 15\%) \times 100}{10,008,000}$
	= 40.68%
3. Total value of consideration paid or received	$\frac{\text{Value of transaction paid or received X 100}}{\text{Total assets of listed company}}$
	$\frac{7,500,000 \times 100}{677,792,000}$
	= 1.11%
4. Value of securities issued for the payment of assets	$\frac{\text{Stock issued for the payment of assets X 100}}{\text{Paid-up shares of the company}}$
	Not applicable as no new shares are issued

Based on four calculation bases, the highest transaction size is 40.68% according to the net operating profits criteria. In addition, there was no disposition of assets transaction based on the net operating profits criteria during the 6 months prior to this transaction. Therefore, the accumulated transaction size is 40.68%, which is greater than 15% but less than 50%, categorized as a medium-sized transaction. Therefore, the Company must notify the information to the Stock Exchange of Thailand and circulate the information to shareholders within 21 days from the notice date.



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6. Benefits to the Company:

Gain on sale of investments. This disposition of assets does not impact the Company's main operation results.

7. Plan to utilized cash proceeds from sale

To be used as general working capital and/or invested in new projects.

8. Board of Directors' opinion on the transaction

The transaction is reasonable and beneficial to the Company

9. Audit Committee or Board Members' Opinions Differing from the Board of Directors:

- None -