

No. TVT.CS. 015/2561

24 August 2018

Subject : Investment of Subsidiaries in Meraya Co., Ltd.

Attention: President  
The Stock Exchange of Thailand

According to the Board of Director meeting No. 5/2018 of TV Thunder Public Company Limited (the “**Company**”) held on 24 August 2018, which resolved to approve EM Entertainment Co., Ltd, its subsidiary where expanded business to the production and distribution of cosmetics business through investment in Meraya Co., Ltd. Mr. Natakrit Wannapinyo the director has registered this subsidiary since 15 May 2018 in order to facilitate and streamline the establishment of new company as well as opening a new bank account. However, the business has not launched yet.

Such investment is considered as an entry into the assets acquisition transaction of listed company under the Capital Market Supervisory Board No. Tor Jor. 20/2551 regarding Rules for Entering into Substantial Transactions within the Definition of an Acquisition or Disposal of Assets dated 31 August 2008 and its amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Acquisition or Disposal of Assets B.E. 2547 dated 29 October 2004 (**Notifications on Acquisition and Disposition**) as well as is considered as a related parties transaction according to the Notification of the Capital Market Advisory Board’s Notification No. Tor.Jor. 21/2551 re: Rule on Entering into Connected Transactions dated 31 August 2008 and its amendments, 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 Acquisition or Disposal of Assets B.E. 2546, dated 19 November 2003 (**Notifications on Related Party Transaction**). The Company is required to disclose of such transaction details as following.

### 1. Date Month Year of Transaction

EM will proceed to receive the transfer of MERAYA's shares after approval by the Board of Directors meeting No. 5/2018 held on 24 August 2018 and expected to be completed within 31 August 2018

### 2. Relevant Parties and Relationship with Listed Company

Transferor : 1. Mr. Natakrit Wannapinyo  
2. Ms. Worraya Busarakamwong

transferee : EM Entertainment Co., Ltd

#### Relationship with Listed Company

Mr. Natakrit Wannapinyo, a shareholder, director and executive management of the Company currently holds shares equivalent to 90,145,600 of issued shares or 11.47 percent.

### 3. Nature of Transaction and Details of Acquired Assets

EM aimed to expand business for additional revenue and has seen that cosmetic industry has a high growth rate. Therefore, there is an opportunity to extend business to the production and distribution of cosmetics which is operating under MERAYA Co., Ltd under the budget of 5,000,000 Baht. There is also one joint venture who has high experience in the cosmetics business and responsible for controlling production and distribution. EM will receive transfer of MERAYA's shares from Mr. Thanakrit Wannapinyo equivalent to 47,000 shares and from Ms. Worraya Busarakamwong 500 shares.

Preliminary Details of MERAYA Co., Ltd

Name of Business	MERAYA Co., Ltd
Nature of Business	Conducting to the production and distribution of cosmetics business
Capital Structure	As at 15 May 2018, MERAYA has the registered capital of Baht 5,000,000 million, divided into 50,000 ordinary shares, at the par value of Baht 100 each. Each share is paid up and there are 3 shareholders as follows.

No.	Shareholders	Number of shares	Ratio (%)
1.	Mr. Natakrit Wannapinyo	47,000	94.00
2.	Ms. Worraya Busarakamwong	500	1.00
3.	Ms. Issaree Kritniratisai	2,500	5.00
Total		50,000	100

Board of Directors As at 15 May 2018, there were 3 directors as follows.

1. Mr. Natakrit Wannapinyo
2. Ms. Worraya Busarakamwong
3. Ms. Issaree Kritniratisai

After investment of EM, shareholding and management structure of MERAYA is as follows.

No.	Shareholders	Number of shares	Ratio (%)
1.	EM Entertainment Co., Ltd	47,499	95.00
2.	Mr. Natakrit Wannapinyo	1	0.00
3.	Ms. Issaree Kritniratisai	2,500	5.00
Total		50,000	100

There were 3 directors as follows.

1. Mr. Natakrit Wannapinyo
2. Mrs. Patraporn Wannapinyo
3. Ms. Issaree Kritniratisai

The purchase of shares from MERAYA is considered as the acquisition of assets according to the Notifications on Acquisition and Disposition. After calculation of the size of transaction, the transaction size is 0.75 percent which is less than 15 per cent of the Company's net asset value as of 30 June 2018 (the basis for calculation of the largest transaction size). The Company, therefore, is not required to disclose the said transaction to the SET.

### Calculation Criteria

#### 1. Net Assets Criteria

$$\frac{\text{Net Assets Value of MERAYA in proportion}}{\text{Net Tangible Asset Value of the Company}} = \frac{95 \times 5,000,000 \times 100}{631,479,075.18}$$

(as per the reviewed consolidated financial statements ended as at 30 June 2018)

$$= 0.75\%$$

#### 2. Net Profit Criteria

Unable to calculate due to MERAYA has not launching the business yet-

#### 3. Total Consideration Criteria

$$\frac{\text{Total value of consideration}}{\text{Total Assets of the Company}} = \frac{4,750,000.00 \times 100}{758,610,798.25}$$

(as per the reviewed consolidated financial statements ended as at 30 June 2018)

$$= 0.63\%$$

#### 4. Securities Value Criteria

Unable to calculate due to no issuing of shares to pay for assets-

Nevertheless, such transaction is considered as related party transaction according to the Notifications on Related Party Transaction which transaction size is more than 0.03 percent of the Company's net tangible asset value but less than 3 percent of the Company's net tangible asset value, details are as follows.

$$\frac{\text{Total value of consideration} \times 100}{\text{Total Assets of the Company}} = \frac{4,750,000.00 \times 100}{631,479,075.18}$$

(as per the reviewed consolidated financial statements ended as at 30 June 2018)

$$= 0.75\%$$

**4. Total Value of Consideration**

EM will pay for the ordinary shares of MERAYA to the two transferors at a price of Baht 100, which is the par value of MERAYA.

**5. Value of Acquired Assets**

The ordinary shares of Meraya with the approximate value of Baht 4,750,000.00

**6. Criteria Used in Determining Purchase Price of Shares**

This price is equal to the par value of MERAYA. The company no need to pay any premiums.

**7. Expected Benefit**

The Company sees that the cosmetics business has high growth rates and MERAYA's customers are working people who use cosmetics in their daily lives as well as their ability for spending. Thus, this is the chance to increase revenue.

**8. Source of Fund for Transaction**

The source of funds will come from the internal cash flow of EM, which does not affect the liquidity or operation of EM.

**9. Details of Connected Transaction**

Mr. Natakrit Wannapinyo is the major shareholder of the Company and presides as the director as well as an executive of the Company which Ms. Worraya Busarakamwong is his spouse. Therefore, this is considered as a related party transaction as to Notifications on Related Party Transaction. The transaction size is less than 3 percent of the Company's net tangible asset value. The Company is therefore required to report and disclose such transaction to the Stock Exchange of Thailand.

**10. Nature and Scope of Related Person's interest**

Mr. Natakrit Wannapinyo is the company's shareholder, currently holds of 90,145,600 shares or equivalent to 11.47 percent of the total issued shares of the Company. He also presides as the director and the executive of the Company. His spouse is Ms. Worraya Busarakamwong.

**11. Opinion of Board of Directors**

The Board of Directors considered that the expansion of business to the production and distribution of cosmetics will result as the Company received more revenue from dividends of EM's earnings. This will lead to the creation of added value for the shareholders of the Company. The purchase of 47,500 shares of EM from its directors is the purchase of at a par value of Baht 100 or the registered capital of MERAYA without any addition. Therefore, it is reasonable and does not make any related party benefit from this transaction of EM and such transaction is beneficial to the Company.

**12. Opinion of the Board of Directors and/or the Audit Committee which is different from the opinion of the Board of Directors under Clause 11**

-None-

The directors who have conflict of interest did not attend the meeting and did not vote to approve the acquisition of MERAYA's shares.

The Company certifies that this information memorandum is true and accurate in all respects. It has been prepared with prudence and due care taking account the shareholders' best interest. This information memorandum is made for the purpose of demonstrating relevant information only. It is not meant to be an invitation or offer to acquire or subscribe for securities.

Yours faithfully,



(Mrs.Patraporn Wannapinyo)

Chief Executive Officer