



June 28, 2022

Subject : Submission of the Opinion of the Company on the Tender Offer (Form 250-2)
of Nation Broadcasting Corporation Public Company Limited

To : Director and Manager
The Stock Exchange of Thailand

Enclosure : 1. The Opinion of the Company on the Tender Offer (Form 250-2)
of Nation Broadcasting Corporation Public Company Limited
2. The Opinion of the Independent Financial Advisor on the Tender Offer
of Nation Broadcasting Corporation Public Company Limited

As Nation Broadcasting Corporation Public Company Limited (“the Company”) received of a copy of the Tender Offer for the securities of the Company dated June 7, 2022 and later received of a copy of the Tender Offer amendment No. 1 for the securities of Nation Broadcasting Corporation Public Company Limited dated June 21, 2022 (together referred as “Form 247-4”) from 1. Mr. Nattapong Seetavorarat 2. Mr. Boon-aeue Chitthanom 3. Mrs. Nancy Chalermkarnchana 4. Mr. Itchasin Suwonnawong 5. Ms. Naruporn Arunraphan 6. Mr. Komsahaspob Nuttayakul 7. Mrs. Kanitta Sahak Alekyan and 8. Mrs. Prachitra Voranavin (together referred as “Offerors”), the Company hereby submits the Opinion of the Company on the Tender Offer (Form 250-2) to the Office of the Securities and Exchange Commission and appointed an Independent Financial Advisor in order to prepare an opinion to the shareholders of the Company in accordance with the Notification of the Securities and Exchange Commission No. TorChor 40/2552, Re: Statement Form and Period for Preparing Opinion on Tender Offer (as amended).

The Company hereby submits a copy of the Opinion of the Company on the Tender Offer (Form 250-2) and a copy of the Opinion of the Independent Financial Advisor on the Tender Offer as shown in the enclosures.

Please be informed accordingly

Sincerely yours,

.....
Mr. Tinnakorn Punpanichgul

Vice Chief Executive Officer

(Translation)

Opinion of the Company on the Tender Offer

(Form 250-2)

of



Nation Broadcasting Corporation Public Company Limited

The Offeror

1. Mr. Nattapong Seetavorarat
2. Mr. Boon-aeue Chitthanom
3. Mrs. Nancy Chalermkarnchana
4. Mr. Itchasin Suwonnawong
5. Ms. Naruporn Arunraphan
6. Mr. Komsahasnob Nuttayakul
7. Mrs. Kanitta Sahak Alekyan and
8. Mrs. Prachitra Voranavin

Independent Financial Advisor

Advance Capital Services Company Limited

June 28, 2022

Form 250-2

Opinion of the Business on the Tender Offer

June 28, 2022

Dear Shareholders of
Nation Broadcasting Corporation Public Company Limited

As Nation Broadcasting Corporation Public Company Limited (“NBC” or “the Business” or “the Company”) received of a copy of the Tender Offer for the securities of the Company (Form 247-4) dated June 7, 2022 and later received of a copy of the Tender Offer amendment No. 1 for the securities of Nation Broadcasting Corporation Public Company Limited dated June 21, 2022 (together referred as “Form 247-4”) from 1. Mr. Nattapong Seetavorarat 2. Mr. Boon-aeue Chitthanom 3. Mrs. Nancy Chalermkarnchana 4. Mr. Itchasin Suwonnawong 5. Ms. Naruporn Arunraphan 6. Mr. Komsahasob Nuttayakul 7. Mrs. Kanitta Sahak Alekyan and 8. Mrs. Prachitra Voranavin (together referred as “Offerors”) with the following details:

Type of Securities	Number of Securities to be Purchased		Percentage of Securities to be Purchased		Offer Price per Unit (Baht)	Total Tender Offer value (Baht)
	Share/Unit	Voting Rights	To the Total Paid-up Shares of the Company ¹	To the total voting rights of the Company		
Ordinary shares	321,055,845	321,055,845	28.55	28.55	1.30	417,372,598.50
Preferred shares	-	-	-	-	-	-
Warrants	-	-	-	-	-	-
Convertible debentures	-	-	-	-	-	-
Other securities (if any)	-	-	-	-	-	-
			Total	28.55	Total	417,372,598.50

¹ In case of shares, regardless of class or issue, the total number of outstanding securities = ordinary shares + preferred shares – shares repurchased by the Company (Treasury shares) and are outstanding at the end of the month prior to the month in which the announcement of the intention to make a Tender Offer is submitted.

Tender Offer Period

The Tender Offer Period will be a total of 25 business days, from June 8, 2022 to July 12, 2022 (“the Tender Offer Period”) during the office hours of the Tender Offer Agent, from 9:00 a.m. to 4:00 p.m. The Tender Offer Period is the final period without further extension (Final Period) unless falling under following conditions:

- Tender Offeror may reduce the Offer Price or extend the Tender Offer Period if any event causing serious damage to the status or assets of the Company occurs during the Tender Offer Period.
- Tender Offeror may change details of Tender Offer or extend the Tender Offer period to compete with another Tender Offeror who has submitted a Tender Offer for securities of the Company during the Tender Offer Period.

Conditions for cancellation of the Tender Offer

The Offeror may cancel the Tender Offer upon the occurrence of one or more of the following events:

- (1) An occurrence of any event and/or action after the Tender Offer has been submitted to the Office of the Securities and Exchange Commission (“SEC”) during the Tender Offer Period which causes or may cause serious damage to the status or assets of the Company, and such event or action does not result from the acts of the Offeror and/or any act for which the Offeror is responsible for; or
- (2) Any action taken by the Company after the Tender Offer has been submitted to SEC during the Tender Offer Period which results in a significant decrease in the ordinary share value; or
- (3) The Company undertakes any act that may have an impact on Tender Offer, under the Notification No. TorChor.14/2554 Re: Act or Omission to Act Which is Likely to Affect Tender Offer of Business dated 25 July 2011 (as amended).

The Company has considered the Tender Offer by taking the benefits of the shareholders into account and would like to express opinion for consideration as follows:

1. The status of the Company regarding the past performance and the projected performance in the future with assumptions used in the projection

1.1 Company overview and background

Nation Broadcasting Corporation Public Company Limited ("NBC") was established on January 8, 1993, under the name of NATCON Media Company Limited, with a registered capital of 1.00 million baht, aiming to produce a variety of news programs broadcasted on the Free TV station and cable TV, and co-produce radio programs on F.M. 90.5 MHz and news flashes broadcasted on radio stations through the Nation Radio Network Company Limited ("NRN"), a subsidiary in which the NBC holds a 99.98% stake.

In 1996, NBC changed its name to the "Nation Television Company Limited" and joined the news program producer of the ITV television station (currently is Thai PBS television station).

In 1997, NBC changed its name to the "Nation Broadcasting Corporation Limited" or known as "NBC".

In 2000, established the first 24-hour news station in Thailand under the name of the "Nation Channel" television station broadcasting on the UBC subscription television station Channel 8.

From 2003 onwards, NBC has expanded the broadcasting channel of the Nation Channel to be more extensive to support the growth of cable and satellite TV business by transmitting video and audio signals of the Nation Channel from the ST-1 C-Band satellite, a Thaicom 5 C-Band satellite.

In 2014, the Company's subsidiary won the digital TV license auction for news and content types by using the channel name of the Nation TV 22. The license was valid for 15 years from 2014 to 2029.

The NBC has continuously developed in expanding its business into new media business by taking news information produced to develop news information services in various types, disseminated through digital communication channels such as websites, social media, mobile phones, electronic devices, including developing the applications for viewing Nation TV programs through the different platforms, including smartphones, tablets. In addition, the NBC has developed the formats of earning by taking content and advantages of television business expanded into related businesses such as organizing special events, seminars, travel arrangements, etc.

In 2009, NBC transformed into a public company and registered as a listed company on the MAI Stock Exchange.

For the year 2016 – 2021, NBC has undergone significant changes and developments as follows:

- 2016 : The Company has co-produced TV programs in the type of news and knowledge programs with various free TV channels such a program as "Ruangden News" a news report on important events occurring in the day or news issues that are of interest to society. The earning has derived from a share of advertisement sales and product and service marketing promotion during airtime.
- 2017 : The Company has continually developed its services in disseminating information through new media and is an advertising sales representative on websites such as www.pantip.com and www.exteen.com, where the proportion of the revenue varies depending on the agreement, including on Facebook, Youtube, Instagram.
- 2018 : The Company under the new Board of Directors and executives has the initiative to accept changes in the digital era by stepping the organization into the digital platforms in all-new communication channels and reinforced by the famous "real journalists", combined with "keyman reporters" of the station by which presentation style has been uniquely characterized with the in-depth analysis broadcasted for no less than 18 hours a day, reporting news and live events from the scene of major events, as well as opening an opportunity for the viewers to participate in activities such as the "Nation Fan Day" event, historical tourism to raise funds for charities, and expansion by collaborating with partners, opening travel routes around the world together with the newsreaders, aiming to become the "Thai Media Institute" with social responsibility to seek for real news, content, and analysis through all platforms accessed by all channels
- 2019 : The Company increases the earning potential through communication with the followers in a specific tour guide, together with the moderator to build brand loyalty.
- : Strategy Committee has succeeded in growing the ratings of the Nation TV22 channel by December 2019, ranked No.9 out of 12 in September 2019, and ranked No.1 among news channels in digital TV media.

2020

: January 2020

- NBC Next Vision Company Limited (“NNV”), a subsidiary, invested in the Happy Products and Service Company Limited (“HAPPY”) that operates a business of selling goods and services via television and online media (TV Home Shopping) in proportion of 50 percent, amounting to 15 million baht, this expands business to reach consumers directly.

February 2020

- NBC Next Vision Company Limited (“NNV”), a subsidiary, invested in the Around the World Co., Ltd. (“Around the World”) that operates tourism business in the proportion of 49 percent, amounting to 2.45 million baht, to create an opportunity to increase earning channels as well as create cooperation in the use of the Company's media (decision made by the Company before the outbreak of COVID-19 disease.

March 2020

- The Company increased its capital in ordinary shares from the allocation of the right to increase the capital to the existing shareholders at the rate of 2 existing shares per 1 new share capital, totaling 267,718,405 shares, the offering price of 0.53 baht per share, totaling 141.89 million baht, resulting in the company's registered and paid-up capital 803.15 million baht to support business plans, equipment improvements and studio expansions to increase channel potential, including mounting up and expanding related businesses.

December 2020

- NBC Next Vision Company Limited (“NNV”), a subsidiary, sold its existing corporate investment made in the Around the World Co., Ltd. (“Around the World”) of a total of 49% holding to the existing shareholders of 2.45 million baht (price when it was acquired), causing Around the World to cease being a subsidiary of the Company since December 9, 2020.
- The Company increased its capital in the newly issued ordinary shares allocated to the existing shareholders at the rate of 5 existing shares per 2 new shares, totaling 321,262,086 shares at an offering price of 0.53 baht per share, totaling 170.26 million baht, resulting that the Company has a paid-up registered capital of 1,124.41 million baht to expand its market share and increase channels to expand the customer base in the main business and related businesses of the Company.

- The Company purchased the “Kom Chad Luek” trademark from the Nation Multimedia Group Public Company Limited (NMG) to expand its market share as a leading digital media producer (New Media), Kom Chad Luek’s social media platforms include news websites and Facebook that have potentially expanded the customer base and increase business opportunities for the Company.

2021

: January 2021

- The Company entered the asset acquisition transaction into the Green Net 1282 Company Limited (GNET) by purchasing 189,997 ordinary shares in GNET at a par value of 100 baht per share, representing 99.998 percent of the number of all GNET shares sold from News Network Corporation Public Company Limited (NEWS), which is an existing shareholder of GNET, totaling 164.40 million baht and the GNET accepted payment of outstanding debts with interest according to the Acknowledge of Debt Agreement valued not more than 85.60 million baht, totaling 250.00 million baht.

Later, the Green Net 1282 Company Limited changed its name to ‘Thai News and Entertainment World Company Limited’ (Thai News) on January 14, 2021, and became a subsidiary (NBC holds 100% shares) since January 29, 2021.

- NBC Next Vision Company Limited (“NNV”), a subsidiary, invested in the proportion of 60% with 40% of the Nation Multimedia Group Public Company Limited (“NMG”) to establish Nation Coffee Company Limited (“NCOF”), operating a coffee shop business under the “Nation Coffee” trademark in the amount of registered capital of 10 million baht to promote the company’s core business and to strengthen the Nation’s brand and to promote the B2C (Business to Customer) business, as well as to plan to become the outlet store.

September 2021

- NBC Next Vision Company Limited (“NNV”), a subsidiary, disclaimed its right of the capital increase in the Happy Products and Service Company Limited (“Happy”), thereby causing the shareholding in Happy to decrease from 50% to 16.67%, consequently the Happy ceased its status as a subsidiary and associated company of the Company since September 20, 2021.

October 2021

- Nation News Company Limited (“Nation News”), formerly named ‘Thai News and Entertainment World Company Limited’, a subsidiary, acquired the business under the ‘The People’ trade name from the Creative Intellectual Company Limited. worth 30 million baht, to reinforce the online business (synergy) with affiliated companies, and to expand business opportunities for the Company, for examples, creating a new customer base from followers of The People’s page, expanding the wider customer base, build a network of strategic relationships between the Company and its customers, mounting up in organizing recreational activities and seminar activities of the Company.

2022

: April 2022

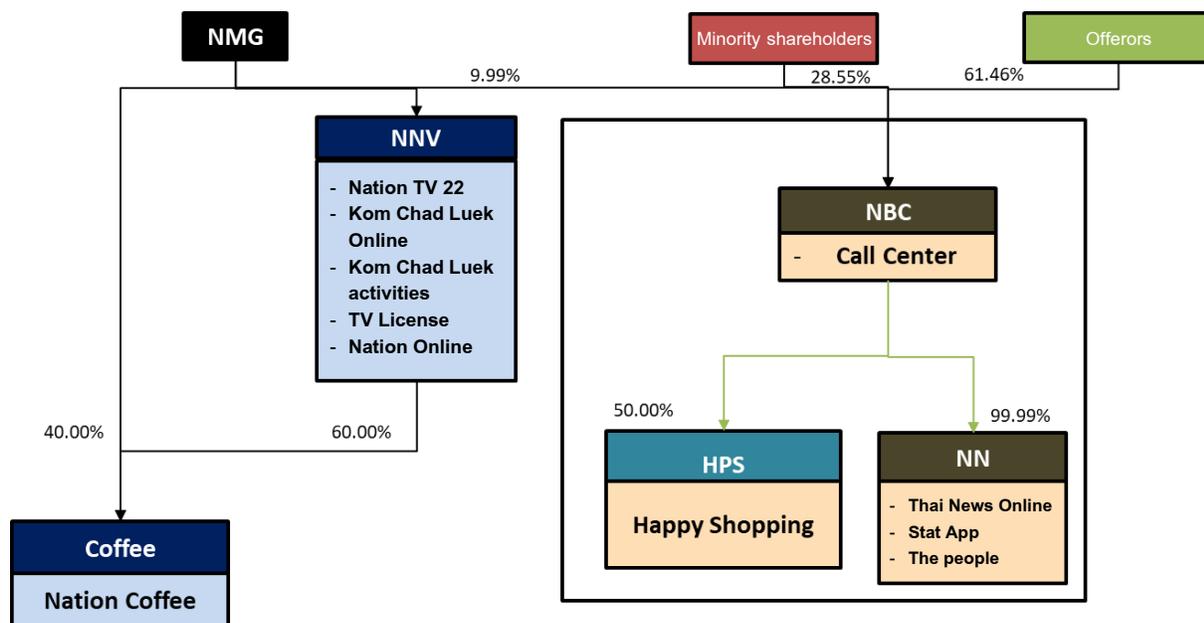
- On April 29, 2022 Annual General Meeting of Shareholders of the Company approved the following:
 - The sale of 85,999,997 ordinary shares* in NNV, equivalent to 99.99% of the registered capital of NNV which includes the share of NCOF that NNV holds in NNV of 60,000 shares , equivalent to 60% of the registered capital of NCOF which amounts to a total of 239,728,315.18 Baht to NATION, the Company’s controlling person who holds 803,361,455 shares in the Company, or equivalent to 71.45% of the total number of issued and paid up shares of the Company and is considered a connected person.
 - NNV to borrow money from NATION to repay debt to the Company in the amount of 221.30 million baht (making NATION the debtor of NNV in place of the Company) which consist of the following:
 1. Debt from the acquisition of assets of the digital television business (Nation TV 22) and Kom Chad Luek business from the Company approximately 130 million baht.
 2. Debt from the borrowing of money from the Company approximately 81,600,000 baht.
 3. Other debt such as trade payables approximately 9,700,000 baht.

Totaling to 461.03 million baht, together called **“the Sale of Ordinary Shares of the Company’s Subsidiaries”**

Remark

* The total number of shares held by the Company after the capital increase in which NNV plans to increase capital according to the precedent conditions of the transaction. On the date of the Company’s Board of Directors Meeting to approve the sale of shares held in NNV on March 4, 2022 (before NNV’s capital increase) the Company holds 79,999,997 shares in NNV, equivalent to 99.99% of NNV’s registered capital before the capital increase.

Shareholding structure after the approval of the Company’s Annual General Meeting of Shareholders for the year 2022 on April 29, 2022



Nation Broadcasting Corporation Public Company Limited (“NBC” or “the Company” or “the Business”)

Nation Group (Thailand) Public Company Limited (“NATION”)

NBC Next Vision Company Limited (“NNV”)

Nation Coffee Company Limited (“Coffee”)

Nation News Company Limited (“NN”)

Happy Products and Service Company Limited (“HPS”)

Nature of Business

Nation Broadcasting Corporation Public Company Limited has 3 businesses:

1. Call Center Business or known as 'Customer Service Center' is intended to provide service as an agent that handles the inbound call for customer agencies that subscribe to the service. There are two types of Call Center business:

1. Inbound call service is to provide information about products and services for companies; including the TV Home shopping business broadcasted on the national TV channel.

2. Outbound call service is to provide service of making calls on behalf of the client to offer products and services based on the existing customer base to sell products that meet the customers more exactly.

2. Online Media Business

- Thai News" operates a service of information via mobile phone, internet, online media business, internet which is managed under TNEWS business unit, which is online media through channels such as Facebook, Website, YouTube, Line, Twitter
- "The People" is a source of collecting stories of important people and interesting information both domestically and internationally, which there are current followers on The People pages which is an online media via channels such as Facebook, Website, YouTube, Line, Twitter, etc.

3. Home Shopping Business

Operated by the Happy Products and Service Co., Ltd. or known as 'Happy', in the joint venture with the NBC Next Vision Co., Ltd. (NNV), a subsidiary which invested in the capital in the proportion of 50% on January 7, 2020. Happy operates a direct marketing business in the selling of goods and services through television programs and digital media, known as "Home Shopping" business under the name "Happy Shopping" including house brand products under the name "Happy life+".

Juristic persons that the Company holds shares of 10% or higher as follows:

Name of juristic person / address	Type of business	Shareholding Proportion	Registered Capital Percent (%)	Paid-up Capital (THB)
Subsidiary				
Nation News Company Limited ("Nation News")	Online Media - Thai News	99.99	190,000,000	190,000,000

Name of juristic person / address	Type of business	Shareholding Proportion	Registered Capital Percent (%)	Paid-up Capital (THB)
(Formerly Thai News and Entertainment World Company Limited) No. 1854, 7th Floor, Debaratana Road, Bangna Tai Subdistrict, Bang Na District, Bangkok 10260	- The People Application Support			
Happy Products and Service Company Limited (“HPS”) No. 89/1 3 rd Floor, Kasemsap Building, Vibhavadi Rangsit Rd, Chom Phon, Chatuchak, Bangkok 10900	Selling goods and services via television and online media (TV Home Shopping)	50.00	90,000,000	60,000,000

Board of Directors

The Company's Board of Directors as of June 21, 2022 as follows:

Name - Last Name	Position
1. Asst. Prof. Dr. Samart Deepijan	Director / Chairman of the Board of Directors
2. Mr. Sutee Phongpaiboon	Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee
3. Miss Punnimol Komolpis	Independent Director / Audit Committee / Nomination and Remuneration Committee
4. Mr. Sorakrai Srisajjarak	Independent Director / Audit Committee
5. Assoc. Prof. Dr. Thira Jearsiripongkul	Independent Director
6. Miss Pornthip Trongkingtorn	Director / Chief Executive Officer / Executive Committee
7. Mr. Tinnakorn Punpanichgul	Director / Deputy Chief Executive Officer / Nomination and Remuneration Committee / Executive Committee
8. Mr. Somkit Likitparinya	Director / Nomination and Remuneration Committee / Executive Committee
9. Mr. Atthayut Vutthithumme	Director / Executive Committee
10. Mrs. Warangkana Kalayanapradit	Director / Executive Committee

1.2 Shareholding Structure

List of the top 10 shareholders on the latest share register book of the Company as of March 22, 2022 is as follows:

Name	Number of shares	Percentage compared to the Total Paid-up Shares of the Company	Percentage compared to the total voting rights of the Company
1. Nation Multimedia Group Public Company Limited	803,361,455	71.45	71.45
2. Thai NVDR Company Limited	43,416,698	3.86	3.86
3. Mr. Sombat Phanichewa	27,301,800	2.43	2.43
4. Miss Kanchanarath Wongphan	22,088,500	1.96	1.96
5. Green Siam Company Limited	15,000,000	1.33	1.33
6. Mr. Pakorn Mongkoltada	13,532,056	1.20	1.20
7. Miss Kanyatip Ittidejrat	8,593,900	0.76	0.76
8. Mr. Sitthiban Bunsai	6,600,000	0.59	0.59
9. Mr. Phasuphong Leenutaphong	5,710,000	0.51	0.51
10. Mr. Printhorn Apithanasriwong	5,000,000	0.44	0.44
11. Other shareholders	173,812,891	15.46	15.46
Total	1,124,417,300	100.00	100.00

1.3 Financial Status and Performance

The following are the Company's consolidated financial statements for year 2020 – March 31, 2022.

Nation Broadcasting Public Company Limited and its subsidiaries

Statement of Financial Position

Unit : THB Thousand

Items	Consolidated Financial Statements		
	31.12.2020	31.12.2021	31.03.2022
Assets			
Current assets			
Cash and cash equivalents	164,475	17,663	17,837
Trade and other receivables	90,786	94,105	47,195
Accrued income	14,494	32,664	13,446
Inventories	22,152	200	24,316
Investment in related party's equity security	-	51,745	-
Disposal groups classified as held for sale	-	-	480,484
Other current assets	14,746	16,607	10,497
Total current assets	306,653	212,984	593,775
Non-current assets			
Investment in subsidiaries	-	-	-
Advance payment for business acquisition	164,404	-	-
Leasehold improvements and equipment	140,306	112,422	5,228
Right-of-use assets	44,708	26,541	23,124
Intangible assets	11,288	59,271	51,471
Digital television licence	300,908	264,744	-
Goodwill	8,365	197,323	229,014
Other non-current assets	70,912	77,673	50,004
Total non-current assets	740,891	737,974	358,841
Total assets	1,047,544	950,958	952,616

Statement of Financial Position (Continued)

Unit : THB Thousand

Item	Consolidated Financial Statements		
	31.12.2020	31.12.2021	31.03.2022
Liabilities and equity			
Current liabilities			
Trade and other payables	87,583	52,546	79,695
Current portion of digital television licence payable	49,899	-	-
Current portion of long-term loan from financial institution	13,050	47,600	21,470
Current portion of long-term loan from related party	-	-	10,000
Current portion of lease liabilities	13,379	11,914	12,114
Short-term loan from other individual	-	13,000	82,500
Short-term loans from related parties	-	-	32,000
Accrued expenses	48,692	25,252	13,235
Liabilities included in disposal groups classified as held for sale	-	-	106,809
Other current liabilities	19,503	9,799	17,153
Total current liabilities	232,106	160,111	374,976
Non-current liabilities			
Long-term loans from related parties	-	112,500	-
Long-term loans from financial institution	27,600	-	21,780
Lease liabilities	25,777	11,566	8,561
Non-current provisions for employee benefits	45,240	49,821	7,711
Total non-current liabilities	98,617	173,887	38,052
Total liabilities	330,723	333,998	413,028
Equity			
Issued and paid-up share capital	1,124,417	1,124,417	1,124,417
Share premium on ordinary shares	547,611	547,611	547,611
Legal reserve	24,100	24,100	24,100
Retained earnings (Deficit)	(905,693)	(1,009,467)	(1,063,765)
Difference from business combination under common control	(70,000)	(70,000)	(69,900)
Equity attributable to owners of the parent	720,435	616,661	562,463
Non-controlling interests	(3,614)	299	(22,875)
Total equity	716,821	616,960	539,588
Total liabilities and equity	1,047,544	950,958	952,616

Nation Broadcasting Public Company Limited and its subsidiaries

Statement of Financial Position

Statement of Comprehensive Income

Unit : THB Thousand

Item	Consolidated Financial Statements		
	31.12.2020	31.12.2021	31.03.2022
Revenue			
Revenues from sale of goods and rendering of services	544,945	394,866	37,055
Other income	50,116	103,457	2,322
Total revenue	595,061	498,323	39,377
Expenses			
Costs of sales of goods and rendering of services	418,224	471,032	29,399
Selling expenses	161,349	161,639	13,300
Administrative expenses	(45,470)	(59,689)	-
Total expenses	534,103	572,982	42,699
Loss from operating activities	60,958	(74,659)	(3,322)
Finance costs	(8,328)	(11,135)	(2,121)
Loss for the period from continuing operations	52,630	(85,794)	(5,443)
Loss for the period from discontinued operation, net of tax	(20,498)	(37,362)	(50,337)
Loss for the period	32,132	(123,156)	(55,780)
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Gains on remeasurement of defined benefit plans	4,001	-	-
Total comprehensive income for the year	36,133	(123,156)	(55,780)
Profit (loss) attributable to			
Owners of the parent	43,075	(103,774)	(54,298)
Non-controlling interests	(10,943)	(19,382)	(1,482)
Profit (loss) for the year	32,132	(123,156)	(55,780)
Total comprehensive income attributable to			
Owners of the parent	47,076	(103,774)	(54,298)
Non-controlling interests	(10,943)	(19,382)	(1,482)
Total comprehensive income for the year	36,133	(123,156)	(55,780)

Nation Broadcasting Public Company Limited and its subsidiaries

Statements of Cash Flows

Unit : THB Thousand

Item	Consolidated Financial Statements		
	31.12.2020	31.12.2021	31.03.2022
Cash flows from operating activities			
Profit (loss) for the period	32,132	(123,156)	(55,780)
Adjustments			
Depreciation Amortisation of intangible assets	57,376	58,252	12,044
Amortisation of digital television licence	36,264	36,165	8,917
Interest income	(156)	(39)	(5)
Finance costs	8,641	11,361	4,152
Gain on disposal of other financial assets	(406)	(178)	(628)
(Gain) loss from lost of control in indirect subsidiary	694	(13,930)	-
Gain on fair value adjustment	-	(21,823)	-
(Gain) loss on disposal of assets	(1,677)	(226)	10
Loss on written-off of assets	1,962	225	-
Non-current provisions for employee benefits	6,150	6,393	1,440
Reversal of expected credit losses	(45,470)	(59,689)	(755)
	95,510	(106,645)	(30,605)
Changes in operating assets and liabilities			
Trade and other receivables	61,959	79,333	(8,859)
Accrued income	20,467	(13,674)	(14,582)
Inventories	3,085	(1,001)	(4,055)
Other current assets	1,679	(4,660)	(11,247)
Other non-current assets	(1,419)	77	(1,282)
Trade and other payables	(24,266)	28,946	27,148
Other current liabilities	(17,712)	(25,063)	10,383
Taxes paid	(14,050)	(12,599)	(2,148)
Withholding tax refunded	4,977	6,540	11,849
Net cash from (used in) operating activities	130,230	(48,746)	(23,398)

Statements of Cash Flows (continued)

Unit : THB Thousand

Item	Consolidated Financial Statements		
	31.12.2020	31.12.2021	31.03.2022
Cash flows from investing activities			
Interest received	156	39	5
Other financial assets	-	(309)	(2)
Proceeds from acquisition of subsidiary and indirect subsidiary	18,797	874	(6,614)
Advance payment for business acquisition	(164,404)	-	-
Payment for business acquisition	-	(20,000)	-
Proceeds from sale of other debt security	(376,200)	(329,000)	-
Acquisition of other debt security	376,606	329,178	-
Acquisition of equity security	-	(29,922)	-
Proceeds from sale of equity securities	-	-	52,373
Payment of digital television licence	-	(50,000)	-
Proceeds from sale of investment property	8,230	-	-
Net proceeds from sale of equipment	(93,720)	(9,678)	(1,751)
Acquisition of intangible assets	(2,698)	(843)	-
Acquisition of trademark	(40,820)	(29,080)	-
Net cash used in investing activities	(274,053)	(138,741)	44,011
Cash flows from financing activities			
Proceed from issued share capital	312,160	-	-
Proceed from non-controlling interests	-	1,000	-
Repayment of lease liabilities	(23,729)	(14,666)	(3,238)
Proceed from short-term loan from individual	-	33,000	157,500
Repayment of short-term loan from related party	-	(20,000)	(56,000)
Proceed from long-term loan from individual	-	50,000	-
Repayment of long-term loan from individual	-	-	(102,500)
Proceed from long-term loan from financial institution	-	20,000	-
Repayment of long-term loan from financial institution	(4,350)	(13,050)	(4,350)
Interest paid	(2,518)	(14,144)	(3,549)
Net cash from financing activities	281,563	42,140	(12,137)
Net increase (decrease) in cash and cash equivalents	137,740	(145,347)	8,476
Cash and cash equivalents at beginning of period	26,735	164,475	17,663
Impact from discontinued operation	-	(1,465)	(8,302)
Cash and cash equivalents at ending of period	164,475	17,663	17,837

Key Financial Ratios

Item		Y2020	Y2021	Q1.2022
Liquidity Ratio				
Current Ratio	(Time)	1.32	1.33	1.58
Quick Ratio	(Time)	1.00	0.96	0.15
Cash Flow Ratio	(Time)	0.62	(0.25)	(0.09)
Account Receivable Turnover	(Time)	4.19	4.30	0.60
Average Collection Period	(Day)	86	84	597
Inventory Turnover	(Time)	37.75	42.15	2.40
Average Days Sale	(Day)	10	9	150
Account Payable Turnover	(Time)	12.05	14.42	0.82
Average Payment Period	(Day)	30	25	441
Cash Cycle	(Day)	66	67	305
Profitability Ratio				
Gross Profit Margin	(%)	23.25%	-19.29%	20.66%
Operating Profit Margin	(%)	5.90%	-31.19%	-150.53%
Cash to Profit Ratio	(%)	405.30%	39.58%	41.95%
Net Profit Margin	(%)	5.40%	-24.71%	-141.65%
Return on Equity	(%)	5.59%	-18.47%	-9.65%
Return on Assets	(%)	3.70%	-12.32%	-5.86%
Return on Fixed Assets	(%)	71.10%	-56.91%	-78.04%
Total Asset Turnover	(Time)	0.68	0.50	0.04
Leverage Ratio				
Debt to Equity Ratio	(Time)	0.46	0.54	0.77
Debt Coverage Ratio	(Time)	0.91	(0.98)	0.61
Per share				
Par value	(THB)	1.00	1.00	1.00
- Information from financial statements				
Earnings (loss) per share	(THB)	0.06	(0.09)	(0.05)
Book value per share	(THB)	0.64	0.55	0.48

Financial performance of each business

Revenues from sale of goods and rendering of services

For quarter 1 of 2022, the Company has revenue from sales and services of 37.06 THB million which included revenue from the new media business of THB 20.09 THB million and sale of goods business of 16.97 THB million.

For 2021, the Company has revenue from sales and services of 394.87 THB million, which decreased 150.07 THB million from 2020 or 27.54%. In 2020 the Company has revenue from sales and services of 544.94 THB million, which increased 87.88 THB million from 2019 which had a revenue of 457.06 THB million, or 19.23%. Reasons for the changes are as follows:

Media business

In 2021, the Company has revenue from media and related business of 290.91 THB million, which decreased 183.68 THB million from 2020 or 38.70%. Main reasons are due to the new spread of COVID-19 which affected the Company's activities, and resulted in the decrease in advertisement and activity revenue from the previous year.

In 2020, , the Company has revenue from media and related business of 474.59 THB million, which increased 50.65 THB million from 2019 or 11.95%. Main reasons are due to the increase in airtime rental revenue.

New media business

In 2021, the Company has revenue from new media business of 103.30 THB million, which increased 73.58 THB million from 2020 or 247.58% mainly because the Company invested in a subsidiary which conducted new media business in 2021, therefore increasing revenue from new media business.

In 2020, the Company has revenue from new media business of 29.72 THB million, which increased 11.24 THB million from 2019 or 60.82% because the Company has revenue from new media business from more channels.

Other businesses

In 2021, the Company has revenue from sale of food and beverage of 0.65 THB million, which was contributed by the increase in revenue from its indirect subsidiary in 2021.

In 2020, the Company has revenue from its tour service of 40.63 THB million, which was contributed by the increase in revenue from its indirect subsidiary and the termination of indirect subsidiary status on December 9, 2020.

The Company's discontinued operations include sales of products business due to the termination of indirect subsidiary status on September 20, 2021.

Other income

For quarter 1 of 2022, the Company has other income of 2.32 THB million, which included income from other income of new media advertisement of 2.28 THB million and other income of product sales business of 0.04 THB million.

In 2021, the Company has other income of 103.46 THB million, increased 53.34 THB million from 2020 or 106.42%. In 2020, the Company has other income of 50.12 THB million, increased 14.36 THB million from 2019 which had other income of 35.76 THB million or 40.16%. Reasons for the changes are as follows:

In 2021, other income consists mainly of gain from loss of control in indirect subsidiary of 13.93 THB million, gain on fair value adjustment of investments of 21.82 THB million, and increase in other income of the media business, new media business, and food and beverage business.

In 2020, the Company has increased other income from the media business, new media business and tour business.

Costs, selling and administrative expenses and other expenses

In quarter 1 of 2022, the Company has costs of sales of goods and rendering of services of 29.39 THB million. Main costs are salary and benefits of the production staff which account for 35.59% of total cost. Production cost account for 31.03% of total cost, depreciation and amortization accounts for 6.06%, and cost of goods sold account for 27.32% of total cost.

For 2019-2021, the Company has costs of sales of goods and rendering of services of 401.84 THB million 418.22 THB million and 471.03 THB million. Costs in year 2020 increased 16.38 THB million or 4.08% from 2019, and costs in year 2021 increased 52.81 THB million or 12.63%. Costs of sales of goods and rendering of services for 2019-2021 are at equivalent to 87.92%, 76.75%, and 119.29% of sales respectively.

Main costs for 2021 include salary and benefits of the production staff which account for 46.85% of total cost. Production cost account for 37.13% of total cost, depreciation and amortization accounts for 15.95%, and cost of goods sold account for 0.07% of total cost.

Main costs for 2020 include salary and benefits of the production staff which account for 33.72% of total cost. Production cost account for 47.34% of total cost, depreciation and amortization accounts for 17.89%, and cost of goods sold account for 1.05% of total cost.

Selling and administrative expenses for quarter 1 of 2022 are at 13.30 THB million. Main expenses are salary and employee benefits which account for 15.49% of total expenses, common expenses account for

17.29% of total expenses, office expenses account for 48.27% of total expenses, selling and marketing expenses account for 16.09% of total expenses, and depreciation and amortization expenses account for 2.86% of total expenses.

Selling and administrative expenses for 2019-2021 are at 133.74 THB million, 161.35 THB million, and 161.64 THB million respectively. Expenses in 2020 increased 27.61 THB million or 20.64% from 2019 mainly due to increase employee and office expenses. Expenses in year 2021 increased 0.29 THB million or 0.18% due to increase employee and office expenses.

Main selling and administrative expenses for 2021 are salary and employee benefits which account for 29.18% of total expenses, common expenses account for 25.30% of total expenses, office expenses account for 27.56% of total expenses, selling and marketing expenses account for 8.25% of total expenses, and depreciation and amortization expenses account for 9.71% of total expenses.

Main selling and administrative expenses for 2020 are salary and employee benefits which account for 37.52% of total expenses, common expenses account for 18.30% of total expenses, office expenses account for 26.45% of total expenses, selling and marketing expenses account for 8.56% of total expenses, and depreciation and amortization expenses account for 9.17% of total expenses.

Moreover, in 2019-2021, the Company has a reversal of expected credit losses in the amount of 457.07 THB million, 45.47 THB million, and 59.69 THB million respectively. In 2019, the Company accounted for the reversal of loss from devaluation of digital television licence, whereas in 2020 and 2021, the Company accounted for the reversal of provision in account receivables.

Financial cost

In quarter 1 of 2022, the Company has financial cost of 2.12 THB million from loans from related parties, other individuals, and financial institutions.

For 2019-2021, the Company has financial cost of 9.06 THB million 8.33 THB million, and 11.13 THB million respectively. In 2020, the cost decreased 0.73 THB million or 8.06% from 2019 from the repayment of loans to financial institutions, whereas in 2021 the cost increased 2.80 THB million or 33.61% from 2020 from increased borrowings from other individuals and financial institutions.

Net profit

For quarter 1 of 2022, the Company has gross profit margin of 20.66%, and operational loss margin of -150.53% from business restructuring.

The Company has gross profit (loss) margin for 2019-2021 of 12.08%, 23.25%, and -19.29% respectively. In 2020, the main reason for the increase in margin are due to the increase in tour revenue in 2020 of the Company's subsidiary and the Company's ability to effectively control costs. For 2021, the reason for the

increase in gross loss margin are due to the decrease in revenue from the effects of COVID-19 pandemic. Moreover, in 2019-2021, the Company has operational profit (loss) margin of 88.66%, 5.90%, and -31.19% respectively. Main reasons are due to in 2019 the Company accounted for the reversal of loss from devaluation of digital television licence of its subsidiary. Excluding the loss from reversal of expected credit losses, the Company would have net profit (loss) for 2019-2021 of 51.82 THB million, 13.34 THB million, and 182.84 THB million respectively.

Financial position

Total assets

As at quarter 1 of 2022, the Company has total assets of 952.62 THB million which consists of 593.78 THB million in current assets and 358.84 THB million in non-current assets which account for 62.33% and 37.69% of total assets respectively. In quarter 1 of 2022, the Company reclassified assets held for sale as current assets in the amount of 480.48 THB million from business restructuring.

For the ending of 2021, the Company has total assets of 950.96 THB million which consists of 212.99 THB million in current assets and 737.97 THB million in non-current assets which account for 22.40 and 77.60% of total assets respectively. Total assets in 2021 decreased 96.58 THB million or 9.22% from the previous year which was at 1,047.54 THB million. Major changes are as follows:

Cash and cash equivalents decreased 146.81 THB million or 89.26% mainly because the Company paid for the television licence, investments in equity securities and working capital.

Accrued income increased 18.17 THB million or 125.36% which are mainly from the TV and new media business, in which advertisement services have been provided but the Company has not yet issued invoices to customers who are mainly government agencies and state enterprises which have long document verification processes.

Inventoried decreased 21.95 THB million or 99.10%, mainly due to the decrease in investment in indirect subsidiary which operate the sale of consumer products and other products business resulting in the Company's loss of control in that subsidiary from 50% to 16.67% thus the decrease in inventory.

Investment in related party's equity securities increased 51.75 THB million or 100.00% from the investment in marketable equity securities.

Advance payment for business acquisition decreased 164.40 THB million or 100.00% since in 2020 the Company has made advance payment for the investment in the Company's subsidiary.

Leasehold improvements and equipment decreased 27.88 THB million or 19.87% from depreciation of 35.71 THB million, the Company has also acquired more assets of 11.20 THB million, acquired assets from the

business acquisition of 1.69 THB million, transferred out assets in the amount of 4.88 THB million from the loss in control in an indirect subsidiary and decreased 0.18 THB million from assets amortization.

Right-of-use assets decreased 18.17 THB million or 40.63% from amortization of 15.53 THB million and transferred out right-of-use assets in the amount of 2.64 THB million from the loss in control in an indirect subsidiary.

Intangible assets increased 47.98 THB million or 425.08% from the amortization of 7.01 THB million, and the acquisition of additional assets of 0.84 THB million, intangible assets acquired from business acquisition of 55.54 THB million and transferred out intangible assets in the amount of 1.39 THB million from the loss in control in an indirect subsidiary.

Digital television licence decreased 36.17 THB million or 12.02% from amortization.

Goodwill increased 188.96 THB million or 2,258.91% from the business acquisition (investment in subsidiary) of 197.32 THB million and decreased from the loss in control of an indirect subsidiary in the amount of 8.36 THB million.

Total liabilities

As at quarter 1 of 2022, the Company has total liabilities of 413.03 THB million, and due to the business restructuring, the Company reclassified assets held for sale as current liabilities in the amount of 106.81 THB million.

For the ending of 2021, the Company has total liabilities of 334.00 THB million, increased 3.28 THB million or 0.99% from the previous year which was at 330.72 THB million. Major changes are as follows:

Trade and other payables decreased 38.03 THB million or 45.19% due to the loss in control of an indirect subsidiary.

Digital television licence payable decreased 49.90 THB million or 100% from the Company's payment of the outstanding fee.

Accrued expenses decreased 23.44 THB million or 48.14% due to repayment of debt.

Short-term loan from other individual increased 13.00 THB million or 100% from loans for investment and working capital.

Long-term loans from related parties increased 112.50 THB million or 100% from loans for working capital and for the Company's investments.

Long-term loans from financial institution increased 6.95 THB million or 17.10% from to the repayment of loans according to the loan conditions of 13.05 THB million and increased borrowing for investment and working capital of 20.00 THB million.

Lease liabilities decreased 15.68 THB million or 40.04% from to the repayment of debt according to the conditions of 12.88 THB million and decreased 2.80 THB million due to the loss in control of an indirect subsidiary.

Equity

As at quarter 1 of 2022, the Company has total equity of 539.59 THB million, as during the quarter the Company has incurred loss attributable to the owners of the parent in the amount of 54.30 THB million and retained loss from subsidiary acquisition of 21.69 THB million.

For the end of 2021, the Company has total equity of 616.96 THB million, decreased 99.86 THB million or 13.93% compared to the previous year which was at 716.82 THB million. Major changes are as follows:

Retained loss increased 103.77 THB million or 11.46% from the incurred loss attributable to the owners of the parent in year 2021.

Total cash flow

For quarter 1 of 2022, the Company has net cash from operating activities of 23.40 THB million, net cash from investing activities of 44.01 THB million, and net cash from financing activities of 12.13 THB million resulting in an increase in cash and cash equivalents of 8.48 THB million. When combining cash and cash equivalents at the beginning of the period at 17.66 THB million and deducting impact from discontinued operation of 8.30 THB million, the Company has cash and cash equivalents at the ending of quarter 1 of 2022 of 17.84 THB million.

For the end of year 2021, the Company has net cash from operating activities of 48.75 THB million, increased 178.98 THB million from the previous year which had net cash from operating activities of 130.23 THB million due to net loss for the year at 123.16 THB million which affected non-cash and non-operating items of 16.51 THB million. After adjusting for those items, the Company has cash flow from operating activities before adjustments from operating assets and liabilities of 106.65 THB million. Major reasons for the changes are due to increased changes in trade and other receivables of 79.33 THB million, other non-current assets of 0.07 THB million, trade and other payables of 28.95 THB million and refund of withholding tax of 6.54 THB million. The decreased changes consist of accrued income of 13.67 THB million, inventory of 1.00 THB million, other current

assets of 4.66 THB million other current liabilities of 25.06 THB million and taxes paid of 12.60 THB million, resulting in net cash flow from operating activities of 48.75 THB million.

For net cash flow from investment activities of 138.74 THB million, the main items are payment of digital television licence 50.00 THB million, payment for the acquisition of equity security of 29.92 THB million, payment for the acquisition of trademark of 29.08 THB million, payment for business acquisition of 20.00 THB million and payment for the acquisition of equipment and intangible assets of 10.93 THB million.

For net cash flow from financing activities of 42.14 THB million, in year 2021, the Company received short-term loans from individuals of 13.00 THB million, long-term loans from individuals of 50.00 THB million, long-term loans from financial institutions of 6.95 THB million and cash received from the loss in control of 1.00 THB million. The Company also has cash repayment of lease liabilities of 14.67 THB million and interest payment of 14.14 THB million.

For year 2021, cash and cash equivalents decreased 145.35 THB million. When combined with cash and cash equivalents from the beginning of year 2021 at 164.48 THB million and deducting impact from discontinued operation of 1.47 THB million, the company has Cash and cash equivalents at ending of year 2021 of 17.66 THB million.

Key changes in financial ratios

Financial performance

Liquidity Ratio

Liquidity Ratio as at March 31, 2021 was 1.58 times, increased from the previous year which was 1.33 times. Quick ratio as at March 31, 2021 was 0.15 times, decreased from the previous year which was 0.96 times due to the larger increase in current assets as compared to current liabilities. Also, in quarter 1 of 2022, there was a reclassification of items in the group of assets held for sale from business restructuring.

Liquidity Ratio as at December 31, 2021 was 1.33 times, increased from the previous year which was 1.32 times. Quick ratio was 0.96 times, decreased from the previous year which was 1.00 times due to the less decrease in current assets as compared to the decrease in current liabilities. Also, in 2021, the Company has a business acquisition transaction, made payments for the digital television licence and paid operating expenses.

Profitability Ratio

Gross margin for quarter 1 of 2022 was 20.66%, and operating profit margin was at -150.53% due to business restructuring.

Gross margin for year 2021 was -19.29%, whereas the previous year was 23.25%, equivalent to decrease in margin of 42.54%. Operating margin for 2021 was -31.19% whereas the previous year was 5.90%, equivalent to decrease in margin of 37.09%. Net margin for year 2021 was -24.71%, whereas the previous year was 5.40%, equivalent to decrease in margin of 30.11% which resulted from the decrease in revenue due to the COVID-19 pandemic.

Return on equity for quarter 1 of 2022 was -9.65% because of operating loss in quarter 1 of 2022 which resulted in a decrease in shareholder equity.

Return on equity for 2021 was -18.47%, whereas the previous year was 5.59%, equivalent to a decrease of 24.06% which resulted in a decrease in shareholder equity.

Profitability Ratio

Return on assets for quarter 1 of 2022 was -5.86%, and return on fixed assets was -78.04%. Operating loss in quarter 1 of 2022 resulted in a decrease in return on assets and return on fixed assets. Total asset turnover was at 0.04 times.

Return on assets for 2021 was at -12.32%, whereas the previous year was at 3.70%, equivalent to a decrease of 16.02%. Return on fixed assets was at -56.91%, whereas the previous year was at 71.10%, equivalent to a decrease of 128.01%. Operating loss in 2021 resulted in a decrease in return on assets and return on fixed assets. Total asset turnover was at 0.05 times, whereas the previous year was at 0.68 times, equivalent to a 0.18 decrease in turnover.

Leverage Ratio

Debt to equity ratio for quarter 1 of 2022 was 0.77 times, increased 0.23 times from the previous year which was 0.54 times. The Company's increase in debt and operating loss in quarter 1 of 2022 resulted in a decrease in equity.

Debt to equity ratio for 2021 was 0.54 times, increased 0.08 times from the previous year which was 0.46 times. This was due to the Company's increase in short and long-term borrowings from individuals and financial institutions, along with operating loss in 2021 which resulted in a decrease in equity. The borrowings resulted in the increase in the ratio from the previous year.

Debt coverage ratio was 0.61 times, because in quarter 1 of 2022 the Company had increased debt and has sold investment in equity securities.

Debt coverage ratio for 2021 was -0.98 times, compared to the previous year at 0.91 times, equivalent to a decrease of 1.89 times because in 2021, the Company had operating loss resulting in the decrease in debt coverage ability.

Capital structure

As at March 31, 2022, the Company had issued and paid-up share capital of 1,124.42 THB million, retained earnings consisting of legal reserve of 24.10 THB million and retained deficit of 1,063.77 THB million, share premium of 547.61 THB million, and difference from business combination under common control of 69.90 THB million. The Company's equity attributable to owners of the parent is therefore at 562.46 THB million. After combining equity of non-controlling interests (22.88) THB million, the total equity was 539.59 THB million.

From of assets in the amount of 952.62 THB million, the debt to equity was 0.77 times, because in quarter 1 of 2022, the Company has increased debt along with operating loss.

As at December 31, 2021, the Company had issued and paid-up share capital of 1,124.42 THB million, retained earnings consisting of legal reserve of 24.10 THB million and retained deficit of 1,009.47 THB million, share premium of 547.61 THB million, and difference from business combination under common control of 70.00 THB million. The Company's equity attributable to owners of the parent is therefore at 616.66 THB million. After combining equity of non-controlling interests at 0.30 THB million, the total equity was 616.96 THB million.

From of assets in the amount of 950.96 THB million, the debt to equity was 0.54 times, increased from 2020 because the Company has 0.99% increased debt from short and long-term loans along with decrease in equity of 13.93% from operating loss in 2021.

1.4 Forecasts of Future Performance / Future Business Plans

The Company is in the process of business restructuring. After the business restructuring, the Company's business will consist of Call Center business, business of selling consumer goods and other products and online media business. The Company plans expand on current operations by focusing on expansion into the business of selling consumer goods and other products such as expanding through E-commerce channels and focus on products that are the Company's own brands in order to have a wider consumer base. This includes expansion of the call center business which is related to the goods and other products business. The Company also plans to develop its database for sales promotion and future sales, including enhancing operational capabilities aiming to improve the Company's future financial performance

2. Opinion on the accuracy of the Company's information shown in the Tender Offer statement

The Board of Directors of the Company considered the information in relation to the Company as stated in the Tender offer (Form 247-4) dated June 7, 2022 together with the Tender Offer amendment No. 1 for the securities of Nation Broadcasting Corporation Public Company Limited dated June 21, 2022, and opined that the information is correct.

3. Relationship between the Tender Offeror and the Business, Major Shareholder or Directors of the Business

3.1 The Summary of the material information of any contract/agreement/memorandum of understanding entered into by the Offerors prior to the submission of Tender Offer, for the purpose of substantial trading of securities of the business, regardless of whether or not such contract/agreement/memorandum of understanding is entered into for trading of securities in the Tender Offer.

3.1.1 The share purchase agreement in relation to 691,032,167 shares, representing 61.46% of the total issued and paid up ordinary shares and of the total voting rights of the Company.

Topic	Details
Name of Agreement	Share Purchase Agreement of Nation Broadcasting Public Company Limited (" NBC " or " the Company ")
Buyers	1. Mr. Nattapong Seetavorarat 2. Mr. Boon-aeue Chitthanom 3. Mrs. Nancy Chalermkarnchana 4. Mr. Itchasin Suwonnawong 5. Ms. Naruporn Arunraphan 6. Mr. Komsahasapob Nuttayakul 7. Mrs. Kaniitta Sahak Alekyan 8. Mrs. Prachitra Voranavin
Seller	Nation Group (Thailand) Public Company Limited (" NATION ")
Signing Date	May 24, 2022
Relevant Securities	Total of 691,032,167 ordinary shares of NBC, representing 61.46 % of the total issued and paid-up shares and of the total voting rights of the Business.
Purchase Price	1.30 baht per share, representing in the value of 898,341,817.10 baht
Completion Date	May 25, 2022 or any other period as agreed by the Parties to be the

Topic	Details
	Completion Date.
Advisor for agreement preparation	Kudun and Partners Company Limited
Significant Precedent Conditions	<ol style="list-style-type: none"> 1. There is no any legal claim or any litigation whether the Sellers or the Company or its subsidiaries or the Buyers are the plaintiff or the defendant which will affect the integrity of the transaction under the Share Purchase Agreement, including no legal action or any action by any person to dispute the transaction as set out in the Share Purchase Agreement. 2. There is no any occurrence or any reasonable expectation of the occurrence, of any matter or event arising which has, or in the Buyers' reasonable assessment may have a material adverse effect to the Company and/or its subsidiaries or obstruct the transaction under the Share Purchase Agreement. 3. The financial and legal due diligences on the Company and Happy Product and Services Co., Ltd. ("HPS") have been completed to the satisfaction of the Buyers. There is no issue which may lead to any material adverse effect to the Company and/or HPS or the transaction under the Share Purchase Agreement. 4. The Board of Directors and/or shareholders' meeting of the Seller has the resolution to approve the Share Sale and Purchase to the Buyers and the Business Restructuring. 5. The Board of Directors and/or shareholders' meeting of the Company has the resolution to approve the Business Restructuring and the change of directors as specified by the Buyers. 6. The Board of Directors and the shareholders' meeting of HPS and Nation News Co., Ltd. ("NN") have the resolutions to approve the change of directors as specified by the Buyers. 7. The Seller has completed its Business Restructuring. 8. The Seller, the Company and/or its subsidiaries have been completely licensed, approved or consented from the relevant government sectors or any person as applicable law in compliance with any contracts or agreements binding the Seller, the Company and/or its subsidiaries for the Share Sale and Purchase and the

Topic	Details
	<p>Business Restructuring and any other transactions as set out in the Share Purchase Agreement. Such license, approval or consent are still valid.</p> <p>9. The Seller has been consented from Kasikornbank Public Company Limited (“KBANK”) in written for the Share Sale and Purchase to the Buyers and any other transactions as set out in the Share Purchase Agreement with any default or breach of the financial agreement which have been made with KBANK.</p> <p>10. The Seller is free and clear from all secured pledge and encumbrance of the Sale Shares under the financial agreement between the Seller and KBANK and/or other creditors.</p> <p>11. The Buyers have been completely licensed, approved or consented from the relevant government sectors or any person as applicable law in compliance with any contracts or agreements binding the Buyers, for the Share Sale and Purchase. Such license, approval or consent are still valid.</p>
<p>Significant Precedent Conditions (that are waived)</p>	<ul style="list-style-type: none"> • The Sellers have provided a copy of the food advertising licence for HPS media to the Buyers for consideration, which is the supplement advertising licence for the eye health supplement C-Byte under Happy Life+ brand (10-1-10864-5-0011) in which the Sellers have not yet given to the Buyers. • The Sellers have provided to the Buyers for consideration, a copy of the drug registration documents for the production of Fah talai jone (green chiretta) capsules which can be sold generally has a herbal remedy in place of the existing traditional medicine of the OEM manufacturer for HPS.
<p>Significant Conditions and/or Clauses in the Share Purchase Agreement</p>	<ul style="list-style-type: none"> • The Buyers shall execute the Tender Offer for the remaining shares of the Company in the amount of 433,385,133 shares from the shareholders of the Company. In this regard, the Seller agrees that the Seller does not sell their remaining shares as of Tender Offer Execution Date in the total amount of 112,329,288 shares. • Business Restructuring means the Seller has received the share transfer of NBC Next Vision Co., Ltd. (“NNV”) in the total amount of 85,999,997 shares, representing 99.99% of the total shares in NNV from the Company.

Topic	Details
	<ul style="list-style-type: none"> • After the completion of the transaction, the Parties have agreed that if the Seller has the intention to sell the remaining held shares in the Company, whether in whole or in part, to any person, the Seller shall give the written notice to the Buyers in advance.
Representations and Warranties of the Buyers	<ul style="list-style-type: none"> • The Buyers are not bankrupt or insolvent. • The Buyers have the legal authority to enter into, sign and perform its obligations under this Agreement and any other documents and/or agreements in connection with this Agreement
Representations and Warranties of the Seller	<ul style="list-style-type: none"> • The Seller is not bankrupt or insolvent. • The Seller is the legal owner of the ordinary shares in the amount of 691,032,167 shares and free and clear from any encumbrance (except the share pledge in the amount of 62,264,151 ordinary shares). The Seller has the right and is able to transfer and sell the Sale Shares under the Share Purchase Agreement without any terms and conditions (except 50,065,137 shares). • The Seller has the legal authority to enter into and perform its obligations under the Share Purchase Agreement, including any other documents and/or agreements in connection with the Share Purchase Agreement. In addition, such entering into and performing its obligations under the Share Purchase Agreement and any other documents or agreements (1) are not illegal (2) are not obliged to be licensed and/or consented by any person and (3) are not contrary to the court decisions, contracts, agreements, instruments and/or any other documents which are binding the Seller.
Governing Law	<ul style="list-style-type: none"> • The Share Purchase Agreement shall be governed by and construed in accordance with the laws of Thailand.

Remark /1 Precedent Conditions have already been satisfied as of the Tender Offer date

3.2 Shareholding, whether direct or indirect, by the Offerors or the Offerors’s authorized person (in case the Offerors is a juristic person) in the business or major shareholders of the business (in case the major shareholders of the business are juristic persons)

3.2.1 Shareholding in the Business by the Offerors or the Offerors' authorized person in the Business

On May 25, 2022, the Offerors directly holds 691,032,167 shares of the Business, representing 61.46 % of the total issued and paid-up shares and of the total voting rights of the Business. The details are as follows:

Name of the Offerors	Number of shares (shares)	Percentage compared with the issued and total voting rights (Percent)
1. Mr. Nattapong Seetavorarat	70,000,000	6.23
2. Mr. Boon-aeue Chitthanom	151,032,167	13.43
3. Mrs. Nancy Chalermkarnchana	70,000,000	6.23
4. Mr. Itchasin Suwonnawong	20,000,000	1.78
5. Ms. Naruporn Arunraphan	5,000,000	0.44
6. Mr. Komsahaspob Nuttayakul	75,000,000	6.67
7. Mrs. Kanitta Sahak Alekyan	150,000,000	13.34
8. Mrs. Prachitra Voranavin	150,000,000	13.34
Total	691,032,167	61.46

In this regard, the Offerors and the concert party hold the ordinary shares of the Business of 691,032,167 shares or representing 61.46% of the total issued and paid-up shares and of the total voting rights of the Business.

3.2.2 Shareholding by the Offerors or the Offerors' authorized person in major shareholders of the Business

- None -

3.3 Shareholding, whether direct or indirect, by the Business, major shareholders or directors of the Business in the Offerors (in case the Offerors are a juristic person):

- None -

3.4 Other relationships:

- None –

4. Opinion of the Business's Board of Directors to the Securities Holders

The Board of Directors' meeting No. 7/2022 held on June 16, 2022 considered the Tender Offer proposed by the Tender Offeror. In the agenda to consider the Tender Offer and opinion of the IFA, there were 10 directors attending as follows:

Name - Last Name	Position
1. Asst. Prof. Dr. Samart Deepijan	Director / Chairman of the Board of Directors
2. Mr. Sutee Phongpaiboon	Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee
3. Miss Punpimol Komolpis	Independent Director / Audit Committee / Nomination and Remuneration Committee
4. Mr. Sorakrai Srisajjarak	Independent Director / Audit Committee
5. Assoc. Prof. Dr. Thira Jearsiripongkul	Independent Director
6. Miss Pornthip Trongkingtorn	Director / Chief Executive Officer / Executive Committee
7. Mr. Tinnakorn Punpanichgul	Director / Deputy Chief Executive Officer / Nomination and Remuneration Committee / Executive Committee
8. Mr. Somkit Likitparinya	Director / Nomination and Remuneration Committee / Executive Committee
9. Mr. Atthayut Vutthithummee	Director / Executive Committee
10. Mrs. Warangkana Kalayanapradit	Director / Executive Committee

4.1 Reasons to Accept and/ or Reject the Tender Offer

The Board of Directors has considered the Tender Offer for the securities and the opinion of IFA. The Board of Directors' opinion is in accordance with IFA's opinion and it was unanimously resolved that shareholders should consider to reject this Tender Offer. Although the Tender Offer Price is at 1.30 THB per share, which is higher than the price evaluated by the IFA using the Sum-of-the-Parts Approach which is the method that the IFA views to be the appropriate valuation method which valued the Company shares to be 0.68 – 0.77 THB per share.

However, since the Market Value Approach resulted in a valuation of 1.62 – 2.42 THB per share which is 0.32 – 1.12 THB per share higher than the Tender Offer Price, the shareholders should consider to reject this Tender Offer.

Valuation method	Fair value (THB/share)	Fair value is higher (lower) than the Tender Offer Price* (THB)	Fair value is higher (lower) than the Tender Offer Price* (%)
1) Book value approach	0.48	(0.82)	(63.08)
2) Adjusted book value approach	0.56	(0.74)	(56.92)
3) Market Value Approach	1.62 – 2.42	0.32 – 1.12	24.62 – 86.15
4) Market comparable approach			
- P/BV approach	2.99 – 3.34	1.69 – 2.04	130.00 – 156.92
- P/E approach	N/A	N/A	N/A
5) Sum-of-the-Parts Approach	0.68 – 0.77	(0.53) – (0.62)	(40.77) – (47.69)

*Tender Offer Price 1.30 THB per share

4.2 Opinions and Rationale of each Director of the Company and the Number of Shares Held by each Director (only if the Opinion of the Company's Board of Directors under Clause 4.1 is not Unanimous)

- None -

4.3 Benefits or Impacts from the Plans and Policies specified by the Offeror in the Tender Offer, including the Possibility of Plans and Policies

The Board of Directors of the Company considered the information in relation to the Company as stated in the Tender offer (Form 247-4) dated June 7, 2022 together with the Tender Offer amendment No. 1 for the securities of Nation Broadcasting Corporation Public Company Limited dated June 21, 2022 and opines as follows:

4.3.1 The Company Status

Within 12 months from the end of the Tender Offer Period, the Offerors have no intention to delist the Company's securities from being a listed company on MAI, unless the Offerors or the Business has an obligation to comply with the relevant laws, rules and regulations and which are effective at the time.

After the completion of the Tender Offer, the Business still has less than 15% of minority shareholders' shareholding by the criteria for maintaining the status of being a listed company. However, the Tender Offeror will consider the plans to distribute the minority shareholders of the Business to comply the shareholding proportions of minority shareholders with the regulations of the Stock Exchange of Thailand.

Opinion of the Board of Directors

The Board of Directors of the Business has an opinion in accordance with IFA that the Tender Offerors are unlikely to sell shares of the Business within 12 months after the end of the Tender Offer Period. The Company is also still listed on the MAI stock exchange. The Company and shareholders therefore are not affected by the change in listed company status.

If the Offerors were to delist the Company's securities from being a listed company on MAI in accordance to Regulations of the Stock Exchange of Thailand Re: Delisting of Securities B.E.2542 Part 1 the Offeror must receive approval from the Company's shareholders with at least three-fourths of total votes of shareholders and no more than 10% of paid-up capital in objection. The Offerors are also required to make another tender offer for all the securities of the Company to allow shareholders to sell their shares.

4.3.2 Policy and Plans in respect of the Business's Operations

(1) Business Objectives

Within 12 months from the end of the Tender Offer Period, The Offerors have no policy to cause a significant change in the business plan of the Business. However, the Offerors wish to expand the business that is related to the current business of the Company and/or its subsidiaries, the Business as the call center business of the Company is operated to primarily support the business of its subsidiaries, namely Nation News Co., Ltd. and Happy Products and Service Co., Ltd., by focusing on the previous investment plan of its subsidiaries, such as investing in the development of dietary supplement products and/or investing to increase distribution channels and/or investing in travel and transport business in order to generate more revenue, reduce costs and/or improve the business to has the products and technology that satisfy the needs of customers, as well as to improve competitiveness for better operational results. Furthermore, the Offerors has recognized a business opportunity to add value to the business by using the Business's resources and current financial assets for the higher returns other than depositing funds into bank savings, and may consider the investment in securities such as securities and/or financial securities in which the Company may set up an Investment Board to consider the suitability of investments according to its levels of risk. The Tender Offeror will use their knowledge and experience in the existing businesses as well as their relations to continue enhancing the business which may also include recruit and place qualified

personnel that are knowledgeable and experienced in the business in appropriate positions or departments in for enhanced management efficiency in the future.

In this regard, if there is an event that may significantly affect the core business or financial condition of the Business, the Offerors may review or revise the Business's policy and Business plan as deemed necessary and appropriate by taking into account of external factors such as economic conditions, competition, the situation of the COVID-19 outbreak, etc. to avoid any impact that may affect the operations of the Business or to increase the potential and flexibility in expanding the Business in various fields to be suitable for the operations and financial status of the Business and its subsidiaries which will take into account the interests of the Business and the securities holders of the Business. In addition, if there are any investment opportunities that are suitable for the Business, the Offerors may consider investing in a business that benefits the Business. The Offerors will comply with the regulations, laws and other relevant rules for the best interests of the Business and its shareholders.

Opinion of the Board of Directors

The Board of Directors of the Business has an opinion in accordance with IFA that within 12 months after the end of the Tender Offer Period the Tender Offeror has a policy to expand on the Company's current businesses, therefore the proposed policy is possible.

As for the Company's policy on investment through the Stock Exchange of Thailand is for investment of excess liquidity to receive higher returns than bank deposits. The Board of Directors has an opinion in accordance with IFA that the Company should set up an Investment Board to closely oversee the activity as well as set investment policies that are suitable with acceptable levels of risks.

(2) Expansion of investment

In addition to business expansion by continuing on the current or related business as mentioned above in Clause (1), within 12 months from the end of the Tender Offer Period, the Offerors do not have any exact plans to significantly expand its investment in the current business, except for business expansion of the Company and/or subsidiaries that are in line with customer needs and/or developing new products of the Company by outsourcing production (OEM) and/or business expansion for investment in travel and transportation as well as business expansion based on new technologies.

In this regard, the Offerors may collaborate with the Business to review and improve the investment expansion plan as necessary and appropriate in order to increase operational efficiency

management and business development in each of the current business lines of the Business for the best interests of the Business and its shareholders.

Opinion of the Board of Directors

The Board of Directors of the Business has an opinion in accordance with IFA that the Tender Offeror does not plan to expand on investments that are not in line with current businesses, but will invest only in businesses that could expand on current business operations, in which the IFA views as appropriate.

If the Company will need large amount of capital for investment, the Board of Directors has an opinion in accordance with IFA that the Company will need to comply with the rules and regulations on the acquisition of assets of the Stock Exchange of Thailand and the Securities and Exchange Commission.

(3) Acquisition and disposition of assets

Within 12 months from the end of the tender offer period

Acquisition of assets

The Offerors do not have a plan for the Business to acquire material assets of the Business that are not in accordance with the investment plans according to Clauses (1) Business Objectives and (2) (2) Expansion of investment

Disposition of assets

The Offerors may consider disposing of the assets of the Business by considering some types of businesses that do not generate income for the Business for a long time. This includes the distribution of Nation News Company Limited (“NN”), which operates the following business: 1. Thai NEWS, online media business on the Internet 2. The People, producing and distributing content for advertising purposes; 3. A business providing program services for statistical data processing which can analyze page view and revenue. However, for the said disposition, the Offerors will consider the operating results and the appropriateness of business practices for the best interests of the Business. If the disposition of aforementioned asset were to occur, the Tender Offeror anticipate that there will be no significant impact on the Company’s and subsidiaries’ total revenue and expense. As for employees of the disposed asset (if any), the Company and subsidiaries will consider reasonable action according to law, that will be most beneficial to the Company and its shareholders. The

Offerors will ensure that the Business operates in accordance with applicable laws, regulations, notifications, orders or requirements for the best interest of the Business and its shareholders.

However, the Offerors and the Business may acquire and/or dispose of additional assets of the Business resulting from the investment plan or jointly invest in businesses related to the existing business with business partners of the Business in order to expand the business according to business opportunities. In this regard, the Tender Offerors shall proceed for the Business to comply with the law, regulations, announcements, orders or relevant regulations for the best interests of the Business and its shareholders.

Opinion of the Board of Directors

Acquisition of assets

The Board of Directors of the Business has an opinion in accordance with IFA that acquisition of assets to expand on current business operations will help increase the Company's revenue and profit. However, the conditions or price of acquisition will need to comply with the rules and regulations on the acquisition of assets of the Stock Exchange of Thailand and the Securities and Exchange Commission and will need approval from the Company's Board of Directors or shareholders.

As for the investments through the Stock Exchange, the aim is only for capital gain, dividend and interest, not for participation in the management of the business.

Disposition of assets

The Board of Directors of the Business has an opinion in accordance with IFA that the plan to sell shares in NN might be appropriate because NN's business mainly focuses on online advertisement which is not in line with the business plan of the Tender Offeror that focuses mainly on the sale of product and services through online channels during the beginning.

(4) Corporate Restructuring Management and Personnel Employment

Within 12 months from the end of the Tender Offer Period, names of a person may be nominated for appointment as a director and/or independent director as appropriate, taking into account the best interests of the Business, depending on the shareholding proportion in the Business after the Tender Offer and as the Offerors deems proper and appropriate under the relevant regulations.

In addition, the Offerors plan to add new directors of the Business as follows:

Name - Last Name	Position
1. Asst. Prof. Dr. Samart Deepijan	Director / Chairman of the Board of Directors
2. Miss Punpimol Komolpis	Independent Director / Audit Committee / Nomination and Remuneration Committee
3. Mr. Sorakrai Srisajjarak	Independent Director / Audit Committee
4. Assoc. Prof. Dr. Thira Jearsiripongkul	Independent Director
5. Miss Pornthip Trongkingtorn	Director / Chief Executive Officer / Executive Committee
6. Mr. Tinnakorn Punpanichgul	Director / Deputy Chief Executive Officer / Nomination and Remuneration Committee / Executive Committee
7. Mr. Somkit Likitparinya	Director / Nomination and Remuneration Committee / Executive Committee
8. Mr. Atthayut Vutthithummee	Director / Executive Committee

In addition, the Offerors may change the Company's directors as appropriate during a period of 12 months from the end of the Tender Offer period, for example, appointment of additional directors in proportion to the shareholding of the Offerors to replace the independent directors who resigned or completed their term of office, taking into account various factors for the interests of the Business such as operational plans, strategic approach, competitiveness and future growth. There may also be additional plans to consider changing, adding or removing the executives and/or appointing personnel with knowledge, capabilities and experience in the Business of the Company into appropriate positions or departments. In order to enhance the efficiency of business management in the future. In this regard, if there is any change, the Offerors will consider taking action as it deems proper and appropriate. Changes to the Board of Director's structure must be carried out in accordance with the relevant regulations. This includes the Business's policies, Articles of Association of the Business, Resolution of the Board of Directors' Meeting of the Business and/or the resolutions of the shareholders' meeting of the Business (as the case may be)

Personnel recruitment

Within a period of 12 months from the end of the Tender Offer Period, the Offerors have no plan or policy to significantly change personnel, except for recruiting personnel to support orders from customers according to contract or may increase/adjust current personnel to align with management and/or business plan and/or investment expansion, including plans for asset acquisition and disposition as stated above.

Opinion of the Board of Directors

The Board of Directors of the Business has an opinion in accordance with IFA that the Company will have a change in management which is due to the change in shareholding structure after the Tender Offer which is normal. The current board structure has sufficient Audit Committee directors who take roles in the check and balance of management. As for future changes in company structure and management by the Tender Offeror which includes the possibility of additional recruitment if there are more business from customers or recruitment to support business expansion or asset dispositions, which will be on the basis of management efficiency as key. Overall, such policy takes into account mainly the direct benefits to NBC and shareholders, therefore, is appropriate.

(5) Financial Restructuring

Within 12 months from the end of the Tender Offer Period, the Offerors have no intention to significantly change the financial structure of the Business. However, based on the implementation of the Business's business plans as outlined in Clauses (1) and (2) above, the Business may need additional capital to expand its investments in new businesses to generate significant growth and/or joint ventures with partners who have expertise and potential to complement each other in order to create significant and sustainable growth for the Business in the long run, as the case may be depending on the business opportunity. Preliminary financial restructuring are as follows:

1. Additional debt financing under the appropriate capital structure to support other business expansion depending on the business opportunities. This method of financing may increase the Company's financial cost.
2. If necessary, the Company may issue additional shares to existing shareholders as Rights Offering, depending on the funding needs or issue additional shares as Private Placement to business partners that are interested and the Company sees that they have the expertise and there is business potential for long term growth of the business. This method of financing may create dilution effect to shareholders.

In this regard, if there is a significant change in the financial structure and capital of the Business, such transactions must take into account the necessity and reasonableness of the transaction. The Offerors will ensure that the Business operates in accordance with the relevant laws, regulations, notifications, orders or requirements for the best interests of the Business and its shareholders.

Opinion of the Board of Directors

The Board of Directors of the Business has an opinion in accordance with IFA that the Tender Offerors might not yet materially change the Company's capital structure during a period of 12 months from the end of the Tender Offer Period as the Company still has cash flow from the sale of assets. However, if there are investment that require large amount of funds making the issuance of additional shares or debt borrowings necessary, the Company's capital structure may change and have more interest obligations (in the case of debt financing), increase burden to shareholders (in the case of issuance of additional shares as Rights Offering, and dilution effect (in the case of issuance of additional shares as Private Placement

If the Company should raise funds through the issuance of new shares in accordance to the Securities and Exchange Act B.E.2535 Section 136 the Company must receive approval from the Company's shareholders with at least three-fourths of total votes of shareholders attending the meeting and having the right to vote.

(6) Dividend Policy

Within a period of 12 months from the end of the Tender Offer Period, the Offerors have no plan or policy to significantly change the dividend policy. At present, the Business's current dividend policy is that the Company has a dividend payment policy to shareholders at the rate of not less than 40% of net profit according to the separate financial statements after corporate income tax deduction and deduction of legal reserve and other necessary and appropriate reserves (with additional conditions).

In addition, the consideration of dividend payment from profit arising from the disposal of investments or fixed assets incurred in the Company or its subsidiaries is subject to the discretion of the executives and the Board of Directors as to whether or not the dividend will be paid. It will be considered from the Company's investment and business expansion plans including the necessity and other appropriateness in the future. The dividend payment of the subsidiary company shall adhere to and comply with the same policy as the Company.

However, if there is a significant change in the dividend payment policy of the Company in the future, such changes must be approved by the Business's Board of Directors and/or the shareholders' meeting of the Business (as the case may be) in accordance with the policy of the Business, in order to comply with the regulations, laws and regulations of the SEC and the SET.

Opinion of the Board of Directors

The Board of Directors of the Business has an opinion in accordance with IFA that the Tender Offerors has no plan to materially amend the Company's dividend policy. However, if there were to be additional projects that require additional investment funds and cash flow from operations is not

sufficient, the Tender Offeror will consider debt sources of funding first. If debt financing is not sufficient, financing may be from a combination of debt financing and issuance of new shares, which also trying to maintain the same level of dividend payout ability. However, there is a possibility that the Tender Offerors will amend the dividend policy or consider not paying dividend in order to use for investments instead. However, any changes in dividend policy will need approval from the Company's Board of Directors and shareholders.

4.3.3 Connected Transactions

At present, the Offerors or the person under Section 258 of the Tender Offerors has no connected transactions with the Business or its subsidiaries. However, within 12 months after the end of the Tender Offer Period, considering the business of the Company and businesses of the Tender Offerors, there might be connected transactions between the Offerors or person under Section 258 of the Offerors and the Business and/or subsidiaries of the Business.

If there are connected transactions that may occur in the future between the Offerors or the person under Section 258 of the Offerors, the Offerors and the Business will ensure that the Business complies with the normal trading conditions. The Business must take into account the necessity and reasonableness of the transaction and shall proceed with careful consideration and in accordance with the law, rules and/or regulations of the Stock Exchange of Thailand, the SEC and the Capital Market Supervisory Board on connected transactions to ensure that such connected transaction is a transaction with the same conditions as a transaction with a third party (Arm's Length Transaction).

Opinion of the Board of Directors

The Board of Directors of the Business has an opinion in accordance with IFA that if there are connected transactions in the future, the transaction will need to be approved by the Company's Board of Directors or shareholders depending on the transaction size. Moreover, the transaction will need to be considered by the Company's Audit Committee and will need to be conducted according to the Company's policies and procedures as well as processes according to the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission to prevent conflicts of interest.

4.4 Additional opinions of the Board of Directors (Only in the case where the Tender Offer is a Tender Offer for delisting securities under the regulations of the SET)

- None - as this Tender Offer is not a Tender Offer for delisting securities.

5. Opinion of the Independent Financial Advisor

Please consider the details in the attachment “Opinion of the Independent Financial Advisor on the Tender Offer of Nation Broadcasting Corporation Public Company Limited”.

The Company hereby certifies that the information contained herein is accurate. There is neither information that may cause a misunderstanding in material aspect among other parties nor any concealment of material information that should have been explicitly disclosed.

Nation Broadcasting Corporation Public Company Limited

- Pornthip Trongkingtorn -

.....
(Miss Pornthip Trongkingtorn)

Authorized Director

- Tinnakorn Punpanichgul -

.....
(Mr. Tinnakorn Punpanichgul)

Authorized Director

-Translation-

Opinion of the Independent Financial Advisor on the Tender Offer of Securities of



Nation Broadcasting Corporation Public Company Limited

Tender Offerors

Mr. Nattapong Seetavorarat
Mr. Boon-aeue Chitthanom
Mrs. Nancy Chalermkarnchana
Mr. Itchasin Suwonnawong
Ms. Naruporn Arunpraphan
Mr. Komsahaspob Nuttayakul
Mrs. Kanitta Sahak Alekyan
Mrs. Prachitra Voranavin

by

Advance Capital Services Company Limited



June 22, 2022

Abbreviation or Definition

“SEC”	The Securities and Exchange Commission, Thailand
“SET”	The Stock Exchange of Thailand
“NBC” , “the Company”	Nation Broadcasting Corporation Public Company Limited
“NN”	Nation News Company Limited
“HPS”	Happy Products and Service Company Limited
“NNV”	NBC Next Vision Company Limited
“NATION”	Nation Group (Thailand) Public Company Limited
“IFA” , “Independent Financial Advisor”	Advance Capital Services Company Limited
“Tender Offeror”	Mr. Nattapong Seetavorarat Mr. Boon-aue Chitthanom Mrs. Nancy Chalermkarnchana Mr. Itchasin Suwonnawong Ms. Naruporn Arunpraphan Mr. Komsahasob Nuttayakul Mrs. Kanitta Sahak Alekyan Mrs. Prachitra Voranavin
“Form 247-4” or “the Tender Offer”	The Tender Offer of Securities (Form 247-4) of Nation Broadcasting Corporation Public Company Limited dated June 7, 2022

ACS/IFA/001/2022

June 22, 2022

Subject: Opinion of the Independent Financial Advisor on the Tender Offer of Securities of Nation Broadcasting Corporation Public Company Limited

To: The Board of Directors and Shareholders of Nation Broadcasting Corporation Public Company Limited

Reference

1. Information Memorandum on the Acquisition of Assets, Schedule (1) and the Connected Transaction of Nation Broadcasting Corporation Public Company Limited dated March 4, 2022 and Additional Version dated March 11, 2022
2. Tender Offer Form (Form 247-4) of Nation Broadcasting Corporation Public Company Limited by Tender Offeror dated June 7, 2022 and the Amendment to Tender Offer for the securities of Nation Broadcasting Corporation Public Company Limited (1st Amendment)
3. One Report 2021 of NBC
4. Audited Financial Statements of NBC as of December 31, 2019, audited by Sasithorn Pongadisak Certified Public Accountant (Thailand) No. 8802, KPMG Phoomchai Audit Limited and Audited Financial Statements of NBC as of December 31, 2020 and December 31, 2021, audited by Pornthip Rimdusit, Certified Public Accountant (Thailand) No. 5565, KPMG Phoomchai Audit Limited, and the Financial Statements as of March 31, 2022 were reviewed by the same person.

Table of Content

Table of Content	4
Executive Summary	6
1. Summary of the Tender Offeror Information	9
1.2 The Tender Offer Preparer Information.....	15
1.3 Other Advisor - Legal Advisor Information	16
1.4 Relationship between the Tender Offeror and the Company, Major Shareholders or Directors of the Company	16
1.5 Source of funds used by the Tender Offeror for business takeover	17
2. Appropriateness of the Offer Price compared to theoretical valuation price	20
2.1 Book Value Approach	20
2.2 Adjusted Book Value Approach	21
2.3 Market Value Approach	23
2.4 Market Comparable Approach	24
2.5 Sum of the Parts Approach	26
3. Reasons to accept and/or reasonable reasons to reject the tender offer	61
3.1 The Offer Price is reasonable, but it can be sold at higher price	61
3.2 Other Factors for Considerations	62
4. Benefits or impacts of the plan and policy as specified by the Tender Offeror, including the feasibility of the plan and policy	66
4.1 Benefits of NBC from the Tender Offeror becoming as a group of new major shareholder.....	66
4.4 Connected transaction	73
5 Summary of Opinion of Independent Financial Advisor.....	75

Disclaimer

1. The results of the study and opinion of the Independent Financial Advisor as shown in this report are based on information and assumptions provided by executives of NBC and subsidiaries and publicly available information on the SEC (www.sec.or.th) and the Stock Exchange of Thailand websites (www.set.or.th) websites.
2. The Independent Financial Advisor shall not be liable for any profits or losses and impacts arising from this transaction and/or the future performance of NBC.
3. Independent Financial Advisor conducts study using knowledge competence and care by adhering to professional basis.
4. The opinions of the Independent Financial Advisor as described in this report are prepared and analyzed under current circumstances and information. If the circumstances and information are changed significantly, it may affect the opinion of the Independent Financial Advisor.

Executive Summary

The group of Tender Offeror (1. Mr.Nattapong Seetavorarat, 2. Mr.Boon-ae Chitthanom, 3. Mrs.Nancy Chalermkarnchana, 4. Mr.Itchasin Suwonnawong, 5. Ms.Naruporn Arunpraphan, 6. Mr.Komsahasob Nuttayakul, 7. Mrs.Kanitta Sahak Alekyan and 8. Mrs.Prachitra Voranavin), all treated as Concert Party according to Clause 2 (3) Notification of Capital Market Supervisory Board TorJor. 7/2552 Re: Acting in concert as a result of the nature of a relationship or behavior and requirements under Sections 246 and 247), purchased shares of Nation Broadcasting Corporation Public Company Limited ("NBC") from Nation Group (Thailand) Public Company Limited on May 25, 2022, in the total of 691,032,167 shares, or 61.46 percent of the total issued and paid-up shares, representing 61.46 percent of all issued and paid-up shares, crossing 50 percent trigger point of the Company's total voting rights. Therefore, the Tender Offeror is obliged to make the Mandatory Tender Offer for all remaining shares of the Company in accordance with Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (as amended). On May 26, 2022, the Tender Offeror already submitted a Declaration of Intent for Tender Offer (Form 247-3) to the SEC, SET, the Board of Directors and shareholders of the Company.

To enter into the mentioned Tender Offer, Advance Capital Services Company Limited has been appointed by NBC to act as Independent Financial Advisor ("IFA") of NBC shareholders to render the opinion regarding the Tender Offer. In order to make such comments, IFA has studied the information in the Tender Offer (Form 247-4), information and documents obtained from the Company and the Tender Offer Preparer and/or information publicly available, such as the One Report 2021, audited financial statement reports, assumptions for financial projection, stock market statistics of listed companies, publications and other related documents, as well as the interview with NBC and subsidiaries executives to use as information to analyze and render an opinion.

To consider the appropriateness of the Offer Price comparing to theoretical price, IFA assesses the valuation of NBC shares based on various methods: book value approach, adjusted book value approach, market value approach, market comparable approach, and sum of the parts approach. IFA has the opinion that the appropriate approach to use for the NBC valuation is sum of the parts approach, resulting in the NBC's share price of THB 0.68 – 0.77 per share.

Based on the consideration of all appropriateness, IFA has the opinion that shareholders **should reject** the Tender Offer. Although, the Offer Price is appropriate, at THB 1.30 per share which is higher than the share price derived by sum of the parts approach, with reason supporting that the NBC market price on the Stock Exchange is higher than the Offer Price (considering the NBC market price during the period of May 26 – June 10, 2022, the NBC market price is ranging between THB 2.48 – 2.60 per share. In addition, there are other factors that shareholders should consider before accepting or rejecting the Tender Offer, such as the share

liquidation plan of the Tender Offeror who stated that if there is share selling transaction, the Tender Offeror, person under Section 258 and person acting in concert shall hold at least 50 percent of the issued and offered shares and voting rights of the Company, the liquidity of the securities and the share distribution of minority shareholders after the Tender Offer which may be significantly low, possibility to be delisted from the Stock Exchange, the risk of gathering votes for auditing and balancing executive power in the case that the Tender offeror holds more than 75.00 percent or more than three-quarters of the Company's voting rights, so the Tender Offeror will have complete control over the business and benefits of NBC from having a group of new major shareholder being the Tender Offeror as following mentioned.

For the benefits or impacts of the plan and the policy as specified by the Tender Offer, including the feasibility of such plans and policies, IFA considers the plans and policies specified in the Tender Offer (Form 247-4) and conducted the interview session with the Tender Offeror and executives of NBC and subsidiaries to evaluate benefits and impacts of the business plans and policies of the Tender Offeror as followings.

Business Plan and Policy

IFA has an opinion that expanding business of relating e-commerce business of HPS, by increasing variety of supplementary products, investment for more selling channels and investment in transportation and delivery business, is appropriate. This complies with the Tender Offeror that aims NBC to mainly grow with e-commerce business in an early stage. That plan will help further develop the existing business on HPS platform to gain for higher revenue and directly reduce delivery expense.

In addition, the Tender offeror indicates that the Company's remaining cash flow will be invested in a higher return than a deposit in a bank such as stock investment or debenture investment. Such an investment is a riskier investment than a deposit in a bank, so, NBC should establish an investment committee with expertise to determine the policy or details of the investment and must be closely monitored. This investment mainly aims for capital gain, dividend and interest revenue and not expected to have control or management in the invested business.

Status of the Company

After the Tender Offer, the Tender Offeror does not wish to delist the Company from the Market Alternative Investment (mai) within the next 12 months. So, NBC and shareholders will not be affected from change of listed status.

Acquisition and Disposition of Assets Plan

For the core asset acquisition plan, the Tender Offeror does not have a plan for the Company to acquire material assets that are inconsistent with the earlier mentioned investment plans. So, IFA has deemed appropriate. Whereas, for investment in the stock exchange or debenture investment, it is considered merely an investment for capital gain, dividend and interest revenue.

For the disposition of asset plan, the Tender Offeror has mentioned to consider for disposition of non-performing asset which is investment in NN shares. IFA opined if NN has not performed well in the future, the disposition of NN shares might be appropriate because the business characteristic of NN has focused on advertising business through on-line channel which is not consistent with the business plan of the Tender Offeror, aiming to do e-commerce via on-line network in early stage.

Financial Structure

The Tender Offeror has no policy to significantly change financial structure of the Company within 12 months after the Tender Offer period. However, if there are any investment transactions, the Tender Offeror will consider to seek for capital from borrowing and capital increase. Such raising fund methods will impact to increase of NBC interest expense and to NBC shareholders in the angle of additional funding input and Dilution Effect.

Organization and Employee Organization

Reduce size of Board of Directors members from 13 to 9 members including the change of Director members to consistent with the new shareholder structure. In addition, the Tender Offeror may change the organization to reflect the business expansion or divestment plan in the future.

The current change in the Board of Directors structure is subject to changes in shareholding structure after the tender offer, which is normal matter. The structure of the Board of Directors as shown also has sufficient portion of audit committee structure to balance the power and monitor the management. It is stipulated that the changes in the organizational structure is applied to be consistent with the future business plan. Overall, it is a policy that takes into account the direct interests of NBC and its shareholders, so it is appropriate.

Connected Transaction

At present, NBC and the Tender Offeror or person under Section 258 of the Tender Offeror have no related transactions. However, within 12 months after the end of the subscription period, if there is an inter-party transaction between the Tender Offeror or the person under Section 258 of the tender offeree and NBC or its subsidiaries, the Tender Offeror will proceed in accordance with the laws and/or regulations of the SEC and the SET and/or the regulations of the relevant authorities and considers the necessity and reasonableness of the transaction. In addition, the determination of the conditions shall be in accordance with the usual trading conditions and/or market prices.

IFA hereby reviews the above transaction with prudence in accordance with professional standards by mainly considering the interests of the shareholders. However, in considering accepting or rejecting the Tender Offer, shareholders can consider the reasons and opinions on the issues presented in this report. The decision to accept or reject is therefore at the discretion of the shareholders. In addition, this IFA report does not direct the NBC's trading price in any way, nor does it suggest the direction of the purchase or sale of shares on the Stock Exchange of Thailand. This report is prepared merely under the scope of the IFA's opinion report on the Tender Offer of the Tender Offeror.

1. Summary of the Tender Offeror Information

1.1 General Information

Name	(1) Mr. Nattapong Seetavorarat (“Mr. Nattapong”)	
Age	54 Years	
Address	11 soi Ari Samphan 4, Phaholyothin Road, Samsennai Sub District, Phayathai District, Bangkok 10400	
Identification No.	3 1014 00947 05 1	
Telephone No.	Contact Asia Wealth Securities Company Limited	
Educational backgrounds	Master of Political Science (Public Affairs), Thammasat University Master of Business Administration, Assumption University BA Faculty of Economics, Northeastern University, USA	
Current working position	Position	Company
	Chief Executive Officer and Director	Ruambutr Company Limited/ Retail sale of jewelry in specialized stores
	Director	Paasun Factory Company Limited Manufacture of jewelry and bijouterie of precious stones and metals
	Director	Paabutr Company Limited (Retail sale of jewelry in specialized stores
Criminal records in the last 5 years	None	
Pending legal disputes	None	
Other (Shareholding)	<ul style="list-style-type: none"> ● 37.50% of registered and paid-up capital of Ruambud Co., Ltd. ● 22.90% of registered and paid-up capital of Paabutr Co., Ltd. ● 20.80% registered and paid-up capital of Paason Factory Co., Ltd. ● 16.45% registered and paid-up capital of One to One Contacts Plc. ● 13.34% registered and paid-up capital of Rojana Nakorn Kaset Co., Ltd. ● 10.73% registered and paid-up capital of Trinity Watthana Plc. 	

1.2

Name	(2) Mr. Boon-ae Chitthanom ("Mr. Boon-ae")	
Age	52 Years	
Address	32/124 Moo 7, Bang Muang Sub-District, Bang Yai District, Nonthaburi Province 11140	
Identification No.	3 7201 00170 79 8	
Telephone No.	Contact Asia Wealth Securities Company Limited	
Educational backgrounds	Master of Business Administration, Kasetsart University BA Faculty of Engineering, Siam University	
Current working position	Position	Company
	Head of IT Operation and Services Delivery Function (FSVP)	Siam Commercial Bank Public Company Limited (Commercial Bank)
	Director	WB Skin Care Company Limited/ Wholesale of pharmaceutical and medical goods
	Director	Homevilla Co., Ltd. /Service of providing accommodation and various activities through online platforms
	Director	Udom Dindee Organic Fertilizer Limited Partnership /Manufacture and sale of organic and bio fertilizer
Criminal records in the last 5 years	None	
Pending legal disputes	None	
Other (Shareholding)	<ul style="list-style-type: none"> ● 33.00% registered and paid-up capital of Puiinsri Upomdindee Limited Partnership ● 24.15% registered and paid-up capital of One to One Contacts Plc 	

Name	(3) Mrs. Nancy Chalermkarnchana ("Mrs. Nancy")
Age	69 Years
Address	38/64 Supreme Ville, Yen Akat Road, Thung Maha Mek Sub-District, Sathorn District, Bangkok
Identification No.	3 1012 02301 98 7

Telephone No.	081-626-7605	
Educational backgrounds	Adventist English School	
Current working position	Position	Company
	Director	Suchanant Ville Company Limited /Providing Villa-related services
Criminal records in the last 5 years	None	
Pending legal disputes	None	
Other (Shareholding)	<ul style="list-style-type: none"> ● 80.00% registered and paid-up capital of Suchanant Ville Co., Ltd. (Combined with spouse holding) ● 35.00% registered and paid-up capital of Sealite Shipping Co., Ltd. (Held by spouse) ● 35.00% registered and paid-up capital of Seabra Trans International Co., Ltd. (Held by spouse) ● 35.00% registered and paid-up capital of Seabra International Movers & Logistics Co., Ltd. (Held by spouse) ● 35.00% registered and paid-up capital of TCC Logistics Co., Ltd. (Held by spouse) ● 35.00% registered and paid-up capital of SBT Agency Co., Ltd. (Held by spouse) ● 32.00% registered and paid-up capital of S.L. Co., Ltd. (Held by spouse) ● 15.00% registered and paid-up capital of Seaglow Shipping Lines Co., Ltd. (Held by spouse) 	

Name	(4) Mr. Itchasin Suwonnawong (“Mr. Itchasin”)	
Age	40 Years	
Address	38/12 Ratchadaphisek Road, Huai Khwang Sub-District, Huai Khwang District, Bangkok	
Identification No.	3 1101 00967 77 2	
Telephone No.	089-798-6262	
Educational backgrounds	<p>Master of Law: International Taxation, University of Sydney</p> <p>Master of Law: Corporate Partnership and Commercial, University of Queensland</p> <p>Bachelor of Law, Chulalongkorn University</p>	
Current working position	Position	Company
	Director	Elephant Gogo Company Limited/ Tour operator activities
	Director	Elephant Transport Company Limited /Passenger land transport and freight service
	Director	Elephant Gogo Pattaya Company Limited / Passenger land transport and freight service
	Director	Healthway Supply Co., Ltd. /Manufacture and sale of surgical face mask
Criminal records in the last 5 years	None	
Pending legal disputes	None	
Other (Shareholding)	<ul style="list-style-type: none"> ● 24.00% registered and paid-up capital of Elephant Gogo Co., Ltd. ● 20.00% registered and paid-up capital of Healthway Supply Co., Ltd. 	

Name	(5) Miss Naruporn Arunpraphan (“Miss Narupom”)
Age	44 Years
Address	42 Kritsada Nakhon Village 14, Taling Chan Sub-District, Taling Chan District, Bangkok

Identification No.	3 1002 00599 76 7	
Telephone No.	082-444-9994	
Educational backgrounds	Bachelor of Political Science, Thammasat University Master of Business Administration, Sasin School of Management	
Current working position	Position	Company
	Vice President	Crown Seal Public Company Limited /Manufacture and sale of caps for bottles and printing business for cans manufacture
Criminal records in the last 5 years	None	
Pending legal disputes	None	
Other (Shareholding)	<ul style="list-style-type: none"> ● 33.33% registered and paid-up capital of Chokedee Meechai Co., Ltd. ● 26.67% registered and paid-up capital of Mit Mongkol Industry Co., Ltd. ● 25.00% registered and paid-up capital of MMK Plus Co., Ltd. ● 25.00% registered and paid-up capital of MMK Intertrade Co., Ltd. ● 20.00% registered and paid-up capital of MMK Interplus Co., Ltd. ● 16.88% registered and paid-up capital of MMK Development Co., Ltd. 	

1.5

Name	(6) Mr. Komsahaspob Nuttayakul (“Mr. Komsahaspob”)
Age	43 Years
Address	91/92 Moo 5, Ban-mai Sub-District, Pak Kret District, Nonthaburi Province
Identification No.	3 1201 00654 74 0
Telephone No.	081-551-9022
Educational backgrounds	Bachelor of Engineering, Kasetsart University Master of Engineering Management, Western Sydney University

Current working position	Position	Company
	Director	Nex Point Public Company Limited /Immovable leasing business, and sale and leasing of busses
	Director	JK O&M Company Limited /Engineering activities and related technical consultancy
	Director	Nophaket Marketing Co., Ltd. /Manufacture of bottled drinking water and mineral water
Criminal records in the last 5 years	None	
Pending legal disputes	None	
Other (Shareholding)	<ul style="list-style-type: none"> ● 50.00% registered and paid-up capital of JK O&M Co., Ltd. ● 44.00% registered and paid-up capital of Nophaket Marketing Co., Ltd. 	

Name	(7) Mrs. Kanitta Sahak Alekyan ("Mrs. Kanitta")	
Age	43 Years	
Address	147/7 Moo 1, Banklang Sub-District, Mueng Pathum Thani District, Pathum Thani Province	
Identification No.	3 5099 00389 20 4	
Telephone No.	086-559-5455	
Educational backgrounds	Master of Business Administration, Payap University Bachelor of Business Administration, Human Resource Management, Payap University	
Current working position	Position	Company
	Director	Hye Doon Company limited / Wholesale of bag and footwear
Criminal records in the last 5 years	None	
Pending legal disputes	None	
Other (Shareholding)	99.99% registered and paid-up capital of Hye Doon Co., Ltd. (Combined with spouse holding)	

Name	(8) Mrs. Prachitra Voranavin (“Mrs. Prachitra”)	
Age	71 Years	
Address	342/125 Soi Ramintra 14, Tharang Sub-District, Bang Khen District, Bangkok	
Identification No.	3 1006 02094 69 4	
Telephone No.	089 984 8690	
Educational backgrounds	Junior High School, Katyayani Padung School High School, Vocational School, Secretarial Science, Phanitchayakan Silom School	
Current working position	Position	Company
	Director	Siam Power Plus Company Limited / Retails of new motor vehicle parts and accessories
Criminal records in the last 5 years	None	
Pending legal disputes	None	
Other (Shareholding)	68.00% registered and paid-up capital of Siam Power Plus Co., Ltd.	

1.2 The Tender Offer Preparer Information

Topic	Details
Name	Asia Wealth Securities Company Limited
Address	540 Mercury Tower Building (BTS Chidlom Exit 4), 14 th Floor, Ploen Chit Road, Lumpini Sub-District, Pathum Wan District, Bangkok 10330
Telephone	02-680-5000
Fax	02-680-5111

1.3 Other Advisor - Legal Advisor Information

	Details
Name	Kudun and Partners Company Limited
Address	23 rd Floor, Units c and F, Gaysorn Tower 127 Ratchadamri Road, Lumpini Sub-District, Pathumwan District, Bangkok 10330
Telephone	02-838-1750

1.4 Relationship between the Tender Offeror and the Company, Major Shareholders or Directors of the Company

1.4.1 Shareholding, whether direct or indirect, by the Tender Offeror or the persons authorized to by the Tender Offeror or Major Shareholders of the Company

A. Shareholding of the Tender Offer of the authorized representative person of the Tender Offeror in the Company

As of May 25, 2022, the Tender Offer directly holds shares in NBC for 691,032,167 shares, equivalent to 61.46 percent of the total issued and paid-up shares as following;

Name	Number of shares (shares)	Percentage compared with the total number of outstanding shares of the Company (%)	Percentage compared with the total voting rights of the Company (%)
I. The Offerors			
1. Mr. Nattapong Seetavorarat	70,000,000	6.23	6.23
2. Mr. Boon-aeue Chitthanom	151,032,167	13.43	13.43
3. Mrs. Nancy Chalermkarnchana	70,000,000	6.23	6.23
4. Mr. Itchasin Suwonnawong	20,000,000	1.78	1.78
5. Ms. Naruporn Arunpraphan	5,000,000	0.44	0.44
6. Mr. Komsahasapob Nuttayakul	75,000,000	6.67	6.67
7. Mrs. Kanitta Sahak Alekyan	150,000,000	13.34	13.34
8. Mrs. Prachitra Voranavin	150,000,000	13.34	13.34

Name	Number of shares (shares)	Percentage compared with the total number of outstanding shares of the Company (%)	Percentage compared with the total voting rights of the Company (%)
II. Persons in the same group of the Offerors	-	-	-
III. Person under Section 258 of the persons under I and II	-	-	-
IV. Other agreements resulting in additional acquisition of shares by the persons under I to III	-	-	-
Total	691,032,167	61.46	61.46

B. Shareholding by the Tender Offeror or the authorized person to bind the Tender Offeror in the major shareholders of the Company

- None -

1.4.2 Shareholding, whether direct or indirect, by the Company, major shareholders or directors of the Company in the Tender Offeror

- None -

1.4.3 Other relationships

- None -

1.5 Source of funds used by the Tender Offeror for business takeover

In the event that all shareholders express their intention to sell all of their ordinary shares of the Company, the Tender Offeror is required to make the Tender Offer for a total of 433,385,133 shares. However, the Tender Offeror has received the confirmation letter from Nation Group (Thailand) Public Company Limited (“NATION”) that NATION has expressed its intention not to sell, transfer, pledge or other actions that is deemed a transfer of shares of NATION holding during this Offer Period (as mentioned in attachment 8 and 9 of The Tender Offer of Securities (Form 247-4) of Nation Broadcasting Corporation Public Company Limited). The total amount of NBC shares held by NATION is 112,329,288 shares (representing 9.9 % of the total issued and paid-up shares and of the total voting rights of the Company) as consisted of;

1. Free and clear from any encumbrance shares of 50,065,137 shares, NATION has held this amount of shares in the securities’s account and prepared the shown intention letter to prohibit sell, transfer, pledge or other actions deemed to change owner right in NBC shares during this Offer Period

2. Pledged shares with other party of 62,264,151 shares, the Tender Offer Preparer has stated that NATION has released such amount of share on June 16, 2022 and such shares have been deposited into the same brokerage account with an agreement action to prohibit any sale.

Therefore, this can be summarized the total Tender Offer shares as below;

	(shares)	% of total shares of NBC	Amount of fund for Tender Offer (THB)
The remaining NBC shares (less acquired shares by the Tender Offeror dated on May 25, 2022)	433,385,133	38.54%	
(1) Less free and clear from any encumbrance shares, NATION held in securities account and showing not to sell intention.	50,065,137	4.45%	
Remaining Tender Offer Shares	383,319,996	34.09%	498,315,994.80
(2) Less shares held by NATION and recently released from pledge on June 16, 2022 as well as deposited into the brokerage account with an agreement action to prohibit any sale.	62,264,151	5.54%	
Remaining Tender Offer Shares	321,055,845	28.55%	417,372,598.50

Thus, there are remaining shares to be tendered of 321,055,845 shares, deducted with all shares held by NATION (portion of held and not to sell shares locked in securities account and released shares). However, if the portion of recently released shares (Portion 2) is added back. Therefore, the Tender Offer shares (adding back released shares) will be 383,319,996 shares with the tender price of 1.30 THB per share, equivalent to tender fund amount of 498,315,994.80 THB. The price of 1.30 THB per share is the tendered price of NBC. If the shareholders have accepted the Tender Offer, the net received price will be subject to a brokerage fee and the value added tax. Therefore, the net price to be received by the Offeree will be 1.29652 THB per share.

From the attachment 6 the Confirmation Letter on Source of Funds for the Tender Offer of 247-4 form, the Tender Offer has source of fund for Tender Offer from;

No.	Source of Fund	THB	Reference
1	Certified Letter of bank deposits is issued from Siam Commercial Bank and Krung Thai Bank of Mr. Nattapong Seetavorarat totaling	327,967,852.50	Attachment 6 of The Tender Offer of

No.	Source of Fund	THB	Reference
2	Certified Letter of bank deposits is issued from Siam Commercial Bank of Mr. Boon-ae Chitthanom	55,000,000.00	Securities (Form 247-4) of NBC
3	Financial support regarding the Tender Offer from Trinity Watthana Public Company Limited	120,000,000	
Total		502,967,852.50	

Mr.Nattapong Seetavorarat and Mr.Boon-ae Chitthanom have intention letter to maintain bank deposit amount as mentioned above during the period of the Tender offer of June 8, 2022 - July 15, 2022.

The Tender Offer Preparer has stated about the financial support letter from Trinity Watthana Public Company Limited dated on May 23, 2022 that such financial support will be in accordance with the terms and conditions prescribed by Trinity Watthana Public Company Limited proposed to Mr. Boon-ae Chitthanom and is subject to internal operating regulations of Trinity Watthana Public Company Limited and shall be effective until the completion of the Tender Offer. Moreover, the financial support letter has specified terms as follow;

- (1) Does not specific the fund withdrawing conditions
- (2) Pledged with the ordinary shares of the Company (50 million shares) and deposit (value at THB 70,000,000)
- (3) No timetable for the reimbursement of the funding being drawn

Furthermore, should the Tender Offeror withdrawn the funding, the Tender Offeror shall use the deposit as the payment and if the funding from the deposit is not sufficient, the Tender Offeror has other securities sufficient to be sold and repay any withdrawn funding owed to Trinity Watthana Public Company Limited.

The Tender Offer fund of 502.97 million THB is sufficient for required tender fund amount of 417.37 million THB, and also deemed sufficient to cover for the case of adding back for recently released shares portion of NBC which needs fund of 498.32 million THB.

In addition, the Tender Offeror disclosed in form 247-4 that the Tender Offer was a joint Tender Offer and in case all NBC shareholders have shown intention to sell the shares, Mr. Boon-Aue Chitthanom will purchase all the offering shares up to 321,055,845 shares, equivalent to 28.55 of the total issued and paid-up shares and of the total voting rights of the Company. This results Mr. Boon-Aue Chitthanom to be the purchaser and holding the all shares acquired through the Tender Offer process.

2. Appropriateness of the Offer Price compared to theoretical valuation price

In determining fair value, IFA assesses the valuation of NBC shares based on 5 different approaches as follows:

1. Book Value Approach
2. Adjusted Book Value Approach
3. Market Value Approach
4. Market Comparable Approach
5. Sum of the Parts Approach

2.1 Book Value Approach

This assessment will determine the value of NBC' shareholders' equity at a time by using book value shown in the Financial Statements reviewed by KPMG PHOOMCHAI Audit Company Limited, a certified public accountant from the SEC.

Details	As of March 31, 2022
	Reviewed financial statement (THB million)
Issued and fully paid-up capital	1,124.42
Premium on ordinary shares	547.61
Retained earnings	
Legal reserve	24.10
Unallocated	(1,063.77)
Difference from business combination under common control	(69.90)
Non-controlling interests	(22.88)
Total shareholders' equity	539.59
Number of NBC shares (million shares)	1,124.42
Book value per share	0.48 THB/share

The valuation of NBC shares derived by book value approach based on the financial statements as of March 31, 2022 is THB 0.48 per share.

The valuation of shares according to the book value approach considers the financial position at a time and the value of asset as recorded in the financial statements. IFA has an opinion that the book value approach cannot reflect the true value of NBC after NNV divestment or a profitability in the future; therefore, it is an inappropriate approach for the share valuation.

2.2 Adjusted Book Value Approach

Adjusted book value approach is a measure of the total asset less the total liabilities of NBC at a time and adjusting key items affecting the value of NBC shares, and then dividing by the total number of shares of NBC.

The 2022 Annual General Meeting of Shareholders has a resolution to approve a disposal of 85,999,997 ordinary shares in NNV representing 99.99% of NNV's registered capital to NATION. NBC will receive a compensation from the sale of shares as below

1. Cash equivalent to 239.73 million baht
2. NATION will lend money to NNV to pay off liabilities to NBC; in amount of 221.30 million baht (making NATION to be a creditor of NNV instead of NBC)

Therefore, the transaction will be completed, and the payment will be made within the second quarter of 2022. IFA applies shareholders' equity of NBC as shown in the financial statements reviewed by the certified public accountant from the SEC to adjust asset and liability as follows:

Balance Sheet (THB)	As of March 31, 2022	Adjusting the disposal of NNV transaction	After transaction
Asset			
Current assets			
Cash and cash equivalents	17,837,000	(+) Cash received from a disposal of NNV shares 239,728,320 (+) Cash received from liabilities repayment; from NNV (NNV will lend money from NBC; to repay NBC) 221,300,000	478,865,320
Trade and other receivables	47,195,000		47,195,000
Accrued income	13,446,000		13,446,000
Inventories	24,316,000		24,316,000
Input value added tax pending	7,242,000		7,242,000
Other current financial assets	2,715,000		2,715,000
Disposal groups classified as held for sale assets	480,484,000	(-) the assets that held for sale (480,484,000)	-
Other current assets	540,000		540,000
Total current assets	593,775,000		574,319,320
Non-current assets			
Leasehold improvements and equipment	5,228,000		5,228,000
Right-of-use assets	23,124,000		23,124,000
Intangible assets	51,471,000		51,471,000

Balance Sheet (THB)	As of March 31, 2022	Adjusting the disposal of NNV transaction	After transaction
Goodwill	229,014,000		229,014,000
Withholding tax deducted at source	48,877,000		48,877,000
Other non-current assets	1,127,000		1,127,000
Total non-current assets	358,841,000		358,841,000
Total assets	952,616,000	Total assets after an adjustment	933,160,320
Liabilities			
Current liabilities			
Trade and other payables	75,769,000		75,769,000
Advance income	3,926,000		3,926,000
Short-term loans from related parties	32,000,000		32,000,000
Short-term loan from individual	82,500,000		82,500,000
Current portion of long-term loan from related party	10,000,000		10,000,000
Current portion of long-term loan from financial institution	21,470,000		21,470,000
Current portion of lease liabilities	12,114,000		12,114,000
Accrued expenses	13,235,000		13,235,000
Output value added tax pending	16,138,000		16,138,000
Liabilities included in disposal groups classified as held for sale	106,809,000	(-) the liabilities that held for sale (106,809,000)	-
Other current liabilities	1,015,000		1,015,000
Total current liabilities	374,976,000		268,167,000
Non-current liabilities			
Long-term loans from financial institution	21,780,000		21,780,000
Lease liabilities	8,561,000		8,561,000
Non-current provisions for employee benefits	7,711,000		7,711,000
Total non-current liabilities	38,052,000		38,052,000
Total liabilities	413,028,000	Total liabilities after an adjustment	306,219,000
		Total assets after an adjustment - Total liabilities after an adjustment	626,941,320
		Shareholder equity after an adjustment	626,941,320
		Adjusted book value per share (THB/share)	0.56

The valuation of NBC shares derived by adjusted book value approach is THB 0.56 per share.

Though, the adjusted book value approach is adjusted key impact items occurring after the date of

reviewed financial statements and adjusted assets and liabilities to present market price, this approach does not reflect future profitability. Hence, IFA has an opinion that the adjusted book value approach does not reflect true value of NBC, therefore it is an inappropriate approach for the share valuation.

2.3 Market Value Approach

Market value approach is measured by taking into account the closing price and the trading volume of NBC shares on the Stock Exchange of Thailand. IFA calculates the weighted average closing price for the past 15 – 180 working days since May 25, 2022, which is the date the Tender Offeror acquired NBC shares and Mandatory Tender Offer was triggered.

Calculation Date		Period (business days)	Weighted average price (THB/share)	*Average daily trading volume (share)	Proportion to total shares	*Average daily trading value (THB)
Starting date	Ending date					
May 3, 2022	May 25, 2022	15 days	2.42	23,090,300.00	2.05%	55,790,474.93
April 5, 2022		30 days	2.24	29,147,513.33	2.59%	65,363,283.50
February 22, 2022		60 days	2.00	33,095,938.33	2.94%	66,132,980.80
January 10, 2022		90 days	1.81	31,741,318.89	2.82%	57,530,695.47
November 23, 2021		120 days	1.72	27,506,938.33	2.45%	47,378,129.02
August 26, 2021		180 days	1.62	21,492,540.00	1.91%	34,777,891.63
NBC valuation range				1.62 – 2.42		THB/share
Shareholders' equity by market value approach				1,819.46 – 2,716.80		THB million

Reference: SETSMART

*Remark: On May 25, 2022, NBC shares were traded through the SET's trading system between NATION and the Tender Offeror for 691.03 million shares at the price of THB 1.30 per share. IFA calculated historical trading by excluding mentioned transaction.

IFA considers the use of the last 180 days is sufficiently appropriate as turnover ratio is 1.91 percent, which is close to the 270-day or 360-day turnover ratio of 1.35 percent and 1.02 percent, respectively.

The valuation of NBC shares derived by market value approach is between THB 1.62 – 2.42 per share.

Market value approach is determined by the demand and supply of investors to NBC shares, which reflects the view of investors on fundamentals and the potential growth of the Company. However, because of the relatively low liquidity of NBC shares, IFA considers it is an inappropriate approach for the share valuation.

2.4 Market Comparable Approach

Market comparable approach is calculated by using the financial ratio of NBC's peers, listed companies operating in the similar business as NBC. Those listed companies having core revenue from (1) home shopping business via telephone, television channel and online (2) news provider, advertising through digital TV and new media were selected to be peers to determine appropriate NBC's share value.

IFA selects listed companies on the Stock Exchange of Thailand in the service sector; under media and publishing industry that operate closely with NBC, namely RS Public Company Limited ("RS"), TV Direct Public Company Limited ("TVD") and GMM Grammy Public Company Limited ("GRAMMY"):

	Nation Broadcasting Corporation Public Company Limited	RS Public Company Limited	TV Direct Public Company Limited	GMM Grammy Public Company Limited
Ticker	NBC	RS	TVD	GRAMMY
Business	Providing news and advertisements through Digital TV media and new media forms; as well as a commerce business via online and home shopping channel	Operating a commerce business that provides contents and entertainments as well as sells products via a telemarketing system.	Distributed products and services through the Omni Channel. The business operation can be divided into 3 main sections 1. Direct Shopping 2. Online Shopping via websites and mobile applications 3. Retail Shop named TVD Shop	Fully integrated entertainment businesses, including music, satellite television, movie and home shopping that accounted for >50% of total revenue

2.4.1 Price to Book Value Ratio Approach : P/BV Ratio

Price to book value ratio approach is calculated by using adjusted shareholders' equity of NBC as of March 31, 2022, as described in Adjusted Book Value Approach in topic 2.2 which is THB 0.56 per share and multiply by the average price to book value ratio (P/BV) of RS, TVD, and GRAMMY from May 25, 2022.

Formula of price to book value ratio approach

Shareholders' equity value of NBC = average historical P/BV of RS, TVD and GRAMMY x adjusted Book value of NBC

		Average historical P/BV ratio from May 25, 2022					
No.	Ticker	15 days	30 days	60 days	90 days	120 days	180 days
1	RS	7.04	7.30	7.37	7.70	8.03	8.01
2	TVD	2.46	2.07	1.82	1.73	1.65	1.53
3	GRAMMY	6.67	6.72	6.90	7.33	7.75	8.43
Average P/BV Ratio		5.39	5.37	5.36	5.59	5.81	5.99
Adjusted book value of NBC as of March 31, 2022 (THB/share)		0.56					
Valuation by P/BV approach (THB/share)		3.01	2.99	2.99	3.11	3.24	3.34

References: SETSMART

The valuation of NBC shares derived by price to book value ratio approach is between THB 2.99 – 3.34 per share.

Price to book value ratio approach is to compare the market price to the book value of a business operating in similar industry to determine the multiple. It does not reflect future performance. Therefore, IFA considers it is an inappropriate approach for the share valuation.

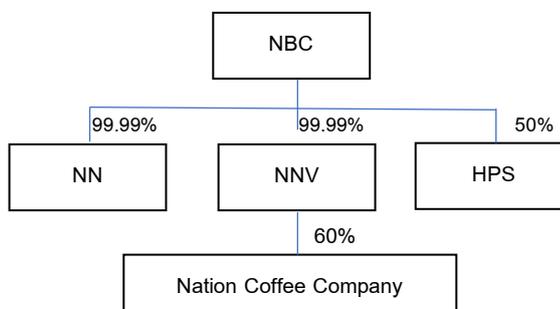
2.4.2 Price to Earnings per Share Ratio Approach : P/E Ratio

Price to earnings per share ratio approach is calculated based on NBC's 12-month net profit multiplied by the average historical Price to Earnings per share (P/E) ratio of RS, TVD and GRAMMY. NBC had a net loss of THB 89.45 million between April, 1 2021 to March, 31 2022. Therefore, IFA is unable to calculate a share price under this approach.

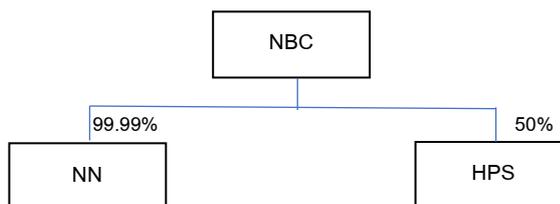
The valuation by price to earnings per share ratio approach is merely considering past performance but not the potential to generate profit in the future. Therefore, IFA considers it is an inappropriate approach for the share valuation.

2.5 Sum of the Parts Approach

The 2022 Annual General Meeting of Shareholders has a resolution to approve a disposal of 85,999,997 ordinary shares in NNV representing 99.99% of NNV's registered capital to NATION. Before selling NNV shares, the shareholding structure of NBC group as presented below;



After the NNV shares selling transaction, NBC will hold the shares of NN and HPS for 99.99% and 50.00% respectively as shown below;



IFA has evaluated shares by sum of the parts approach according to the shareholding structure as shown above.

IFA use a discounted cash flow method to estimate an appropriate value of these 3 companies (NBC, HPS and NN), and sum a total value of each business in proportion to its shareholding in subsidiaries or associates derives an appropriate value for the entire business based on the sum of the parts approach.

This assessment reflects the share value by calculating the future free cash flow to firm discounted by weighted average cost of capital. IFA prepares financial projection according to past operation performance and the profitability outlook of the business based on the information provided by NBC, NN and HPS's managements. Assumptions are set under the current economic conditions and circumstances, however, if economic conditions and other external factors that may affect the operation of the business or the internal situation of the NBC significantly changes from the specified assumptions, the value of the business may also change accordingly.

IFA provides cash flow projection from April 2022 to 2027 for a period of five years by considering the nature of the business operation stipulated in the normal management policy as in the past. Therefore, most

of the assumptions selected are based on historical actual financial data or ratios according to NBC, NN and HPS's accounting and financial statements during the year 2019 – March 2022. The terminal value is calculated by the last year's cash flow projection to reflect the going concern basis.

2.5.1 NBC Valuation by Discounted Cash Flow Approach

At present, NBC operate a call center business to support a home shopping business of HPS only. Therefore, IFA estimates the NBC's financial projection as follows:

Assumption

1. Revenue from sale and service

A revenue from a call center business between 2019 – 2020 was a proportion to HPS's product sale revenue. In 2021, HPS hired the NBC's call center in term of a yearly contract at THB 19.20 million per year (or THB 1.6 million per month). NBC currently has a contract revenue only from HPS about THB 19.20 million per year. Hence, IFA estimates revenue growth of 0.92 percent per annum until 2027 based on historical average gross domestic product (GDP) for the past 10 years in Thailand considering that the 10-year historical data is a period that can reflect the economic conditions during a good economic growth and stability economic period.

2. Other income such as an interest income and a sale on consumable supplies. IFA applies the actual average proportion of other income to revenue from sale and service in the period 2019 - Mar 2022 (4 years) equal to 1.1 percent per annum, for the other income to sale and service revenue in a projection period (Apr 2022 – 2027).

3. Cost of sale and service

NBC operates a call center to support HPS business only. Therefore, IFA estimates a cost of service and sale consisting of fixed and variable costs, as follows:

- Fixed costs consist of employee expenses, computer rental, call center software fee, outsource call center service fee and other fixed costs. IFA estimates fixed costs using figures of Jan – Mar 2022 and adjusted for the full year. Hence, fixed costs are set to grow at 0.92 percent per annum until 2027 based on historical average gross domestic product (GDP) for the past 10 years in Thailand considering that the 10-year historical data is a period that can reflect the economic conditions during a good economic growth and stability economic period.
- Variable costs mostly consist of a commission fee which is a proportion of HPS product sale as shown in table below. IFA applies the actual average proportion of 4-year (2019 - Mar 2022) for a projection period (Apr 2022 – 2027).

Variable costs	2019	2020	2021	Jan – Mar 2022	Average
Commission fee to HPS product sale (%)	0.36%	0.94%	1.75%	2.12%	1.29%
HPS product sale* (THB million)	152.71	369.12	223.42	51.39	254.70

*Details of HPS product sale show in the section 2.5.3 – HPS valuation

Summary of NBC's revenue and cost projection

Unit: THB Million

Year	Actual			Forecast						
	2020	2021	Jan - Mar 22	Apr - Dec 22	2022	2023	2024	2025	2026	2027
Revenue										
1. Inbound and outbound revenue	33.56	0.13	-	-	-	-	-	-	-	-
2. Contract revenue from HPS	-	20.40	4.80	14.40	19.20	19.38	19.56	19.74	19.92	20.10
3. Revenue sharing from Digital TV	1.05	-	-	-	-	-	-	-	-	-
Total sale and service revenue	34.62	20.53	4.80	14.40	19.20	19.38	19.56	19.74	19.92	20.10
Other income	0.71	0.25	0.01	-	0.21	0.21	0.21	0.22	0.22	0.22
Total revenue	35.32	20.78	4.81	14.40	19.41	19.59	19.77	19.96	20.14	20.32
Cost of sale and service										
<u>Fixed cost</u>										
Computer rental	0.53	0.38	0.11	0.34	0.46	0.46	0.47	0.47	0.48	0.48
Employee expenses	13.43	5.08	1.02	3.05	4.06	4.18	4.31	4.44	4.57	4.71
Call center software fee	1.43	0.98	0.23	0.70	0.94	0.94	0.95	0.96	0.97	0.98
Outsource call center service fee	-	0.17	0.50	1.49	1.99	2.01	2.03	2.04	2.06	2.08
Other fixed costs	(13.53)*	0.10	-	-	-	-	-	-	-	-
Total fixed cost	1.87	6.72	1.86	5.58	7.44	7.60	7.75	7.92	8.08	8.25
<u>Variable cost</u>										
Commission fee	3.48	3.90	1.09	2.20	3.29	3.75	4.27	4.87	5.55	6.33
Event organizing cost	1.61	0.18	-	-	-	-	-	-	-	-
Total variable cost	5.09	4.08	1.09	2.20	3.29	3.75	4.27	4.87	5.55	6.33

Year	Actual			Forecast						
	2020	2021	Jan - Mar 22	Apr - Dec 22	2022	2023	2024	2025	2026	2027
Total cost of sale and service	6.96	10.80	2.95	7.78	10.73	11.35	12.03	12.79	13.63	14.58

*Remark : Year 2020, NBC had a recovery of doubtful debts in amount of THB 13.53 million

4. SG&A expenses consist of fixed and variable expenses as below

- Fixed SG&A expenses comprise of employee salary, audit fee, central service fee, utilities and other expenses. IFA estimates fixed SG&A expenses using figures of Jan – Mar 2022 and adjusted for the full year. The fixed SG&A expenses grow at 0.92 percent per annum until 2027; based on historical average gross domestic product (GDP) for the past 10 years in Thailand considering that the 10-year historical data is a period that can reflect the economic conditions during a good economic growth and stability economic period.
- Variable SG&A expenses mainly are an employee bonus, however NBC moved this expense to a commission fee (under variable costs) since 2021. Hence, there will be no an employee bonus in the future.

Summary of NBC's SG&A projection

Unit: THB million

Year	Actual			Forecast						
	2020	2021	Jan - Mar 22	Apr - Dec 22	2022	2023	2024	2025	2026	2027
SG&A expense										
<u>Fixed SG&A expense</u>										
Employee salary	3.94	2.11	0.72	2.16	2.88	2.91	2.94	2.96	2.99	3.02
Audit fee	1.14	0.26	0.04	0.13	0.17	0.17	0.17	0.17	0.17	0.17
Central service fee	2.95	3.36	0.15	0.45	0.60	0.61	0.61	0.62	0.62	0.63
Utilities	1.44	0.85	0.23	0.68	0.90	0.91	0.92	0.93	0.93	0.94
Other expenses	2.31	2.05	-	-	-	-	-	-	-	-
Total fixed SG&A expense	11.78	8.63	1.14	3.41	4.55	4.59	4.63	4.68	4.72	4.76
<u>Variable expense</u>										
Employee bonus	0.25	-	-	-	-	-	-	-	-	-

Year	Actual				Forecast					
	2020	2021	Jan - Mar 22	Apr - Dec 22	2022	2023	2024	2025	2026	2027
Total variable SG&A expense	12.03	8.63	1.14	3.41	4.55	4.59	4.63	4.68	4.72	4.76

5. Depreciation and amortization assumption

Depreciation and amortization are estimated in a straight line in accordance with NBC's accounting policy, most of its assets are equipment, computers, and software related to the business operations of the company. Most of the useful life for depreciation and amortization are 3 – 10 years.

6. Corporate tax rate assumption

Assumed a normal corporate tax rate at 20 percent.

7. Working capital assumption

Assumed account receivable days, account payable days equal to 30 and 45 days respectively, according to NBC's policy and payment term. There is no inventory for NBC.

8. Loan and interest expense assumption

As of March 31, 2022, NBC has interest-bearing loans and leasing debt in amount of THB 105.82 million. These debts have an average interest rate at 4.99 percent which will be fully repay after receiving cash from the NNV's disposal transaction.

9. Capital expenditure assumption

NBC has no additional investment plans in the future.

10. Discount Rate

Discount rate applied to the net present value of free cash flow to firm is calculated by using weight average cost of capital: WACC in the following formula

$$WACC = K_e \times (E/V) + K_d \times (1-T) \times (D/V) \text{ when}$$

K_e = The return rate on equity calculated by using Capital Asset Pricing Model (CAPM) to be discussed further

K_d = Average interest rate of interest-bearing debts at 4.99 percent

T = 20 percent

E = Shareholder equity

D = The company has no interest expense given NBC will fully repay all debts

after NNV's disposal transaction and has no future investment plans;

therefore, there will be no additional debt.

$$V = E + D$$

Ke will be calculated by using CAPM as follows

$$K_e = R_f + \text{Beta} \times (R_m - R_f)$$

Rf = Risk free rate based on government bond yield within the assumption of going concern basis as follows

Rf	4.46%
Based on government bond yield	50 years
	IFA uses the longest period of government bond yield that is applicable. This is in line with NBC's forecast period assuming that NBC will continue to operate in the future.
Source www.thaibma.or.th as of	May 25, 2022

Rm = Expected market return rate since the establishment of SET (source: SETSMART)

Expected market return rate in the period of	April 1975 – April 2022
	IFA uses the period of return on the stock exchange since the SET established; in order to fully reflect the increasing or decreasing of the SET's returns. According to a statistical principle, the large group of data for calculation will increase the reliability of the rate of return.
Rm	13.72%

Beta = Beta is a measure the volatility of NBC comparing to SET as a whole. IFA applies average historical 3-year Beta (May 26, 2019 – May 25, 2022) equal to 0.70 in the calculation.

Base on assumption and factors mentioned above, the calculation of NBC's Ke and WACC is as follows.

Ke	Kd	Tax	E/V	D/V	WACC
10.95%	4.99%	20%	1.00	0.00	10.95%

11. Terminal Value

IFA assumes the cash flow value after fiscal 2027 is expected to grow at an average rate of 1.00 percent due to the long-term expectation that the business will continue to grow but may not be able to grow at a high rate. This is to reflect the maximum probability and probability of the projection.

NBC Financial Projection

Unit: THB million

Year	Actual			Forecast						
	2020	2021	Jan - Mar 22	Apr - Dec 22	2022	2023	2024	2025	2026	2027
Revenue										
Sale and service revenue	34.62	20.53	4.80	14.40	19.20	19.38	19.56	19.74	19.92	20.10
Other incomes	0.71	0.25	0.01	0.20	0.21	0.21	0.21	0.22	0.22	0.22
Total revenue	35.32	20.78	4.81	14.60	19.41	19.59	19.77	19.96	20.14	20.32
Cost of sale and service	6.96	10.80	2.95	7.78	10.73	11.35	12.03	12.79	13.63	14.58
Gross profit	27.66	9.72	1.85	6.62	8.47	8.03	7.53	6.95	6.28	5.52
Selling expense										
General and administrative expense	12.03	8.63	1.14	3.41	4.55	4.59	4.63	4.68	4.72	4.76
Depreciation and amortization	1.45	1.09	0.03	0.10	0.14	0.14	0.14	0.14	0.14	0.14
Operating profit	14.89	0.26	0.69	3.30	3.99	3.52	2.97	2.35	1.65	0.84
Interest expense	(0.90)	(1.89)	(2.12)	(0.53)	(2.65)	-	-	-	-	-
Tax	(2.80)	-	-	-	-	-	-	-	-	(0.17)
Net profit (loss)	11.19	(1.63)	(1.43)	2.77	1.34	3.52	2.97	2.35	1.65	0.67
Financial ratio										
Revenue growth rate	135.6%	-41.2%	N/A	N/A	-6.6%	0.9%	0.9%	0.9%	0.9%	0.9%
Net profit growth rate	112.1%	-114.6%	N/A	N/A	182.1%	162.5%	-15.5%	-20.8%	-30.0%	-59.1%

Year	Actual			Forecast						
	2020	2021	Jan - Mar 22	Apr - Dec 22	2022	2023	2024	2025	2026	2027
Gross profit margin	79.9%	47.4%	38.6%	45.9%	44.1%	41.4%	38.5%	35.2%	31.6%	27.5%
Net profit margin	31.7%	-7.9%	-29.6%	19.0%	6.9%	18.0%	15.0%	11.8%	8.2%	3.3%

Discounted Cash Flow Valuation of NBC

(Unit: THB million)	Apr -Dec 22	2023	2024	2025	2026	2027
Net profit	2.77	3.52	2.97	2.35	1.65	0.67
Add: Depreciation and amortization	0.10	0.14	0.14	0.14	0.14	0.14
Interest expense x (1-Tax rate)	(13.57)	0.09	0.10	0.11	0.12	0.14
Change in working capital	0.43	-	-	-	-	-
Capital expenditure	-	-	-	-	-	-
Free cash flow to firm	(10.27)	3.74	3.21	2.60	1.91	0.95
Terminal Value						9.69
Present value of free cash flow to firm	(9.50)	3.12	2.41	1.76	1.17	5.86
Total present value of free cash flow to firm	4.82					
Add: Estimated cash or cash equivalent as of March 31, 2022	12.52					
Less: Interest bearing debt as of March 31, 2022	(105.82)					
Add: Cash received from a disposal of NNV shares	239.73					
Add: Cash received from liabilities repayment; from NNV (NNV will lend money from NBC; to repay NBC)	221.30					
Present value of NBC shareholders' equity	372.55					

Summary of NBC valuation by discounted cash flow approach

Valuation of NBC's shareholder equity by discounted cash flow approach is THB 372.55 million

2.5.2 NN Valuation by Discounted Cash Flow Approach

The Nation News (“NN”) has 3 business units; comprise of Thai News, The People and Statistics App business. Hence, IFA estimates a financial projection based on all 3 business units as follow:

Assumption

1. Revenue from sale and service

1.1 Thai News

Thai News operates online news and information service business via online platform and mobile phones under “TNEWS” brand, which is an online media that provides services through various channels such as Facebook, Google, Website, YouTube, Line and Twitter. A revenue structure consists of (1) New media (2) Advertisement direct sale and (3) Affiliate marketing as details below:

1.1.1 New media revenue is Ad revenue that come from Facebook, Google Ad Network system, YouTube and Line Today. TNEWS will receive Ad income when visitors see Ad through various TNEWS platform such as TNEWS website, Facebook, Line or YouTube Thai News. The Ad revenue is paid in term of “THB per 1,000 impressions” (“Cost per 1,000 Impression” or CPM) with a formula as below:

$$\text{New media revenue} = (\text{No. impression} / 1,000) \times \text{CPM}$$

Thai News New Media	Actual				Forecast					
	2020	2021	Jan – Mar 22	Apr – Dec 22	2022	2023	2024	2025	2026	2027
No. Impression (million)	2,492.5	526.6	420.0	1,259.9	1,679.8	1,948.6	2,260.4	2,622.0	3,041.6	3,528.2
Impression growth rate (%)	(14.0%)	(79.0%)	N/A	N/A	219.0%	16.00%	16.00%	16.00%	16.00%	16.00%
CPM (THB per 1,000 Impression)	10.55	37.36	17.22	17.22	17.22	17.38	17.54	17.70	17.87	18.03
CPM growth rate (%)	(29%)	254%	N/A	N/A	(54%)	0.92%	0.92%	0.92%	0.92%	0.92%
New media revenue (THB million)	26.29	19.67	7.23	21.70	28.93	33.87	39.65	46.42	54.34	63.62

IFA uses an impression number between Jan – Mar 2022 adjusted for the full year, as a base figure for a financial projection and give an impression growth rate of 16.00 percent per annum (CAGR) until 2027 based on the “e-Economy SEA 2021” report published by Google, TEMASEK and BAIN &

Company, which stated that the growth rate of the online media industry in Thailand between 2021 - 2025 equal to 16.00 percent per year, which IFA considers reasonable given the online media in Thailand increased over 29.00 percent in 2021, compared to 2020.

IFA set that the CPM growth rate of 0.92 percent per annum until 2027; based on historical average gross domestic product (GDP) for the past 10 years in Thailand considering that the 10-year historical data is a period that can reflect the economic conditions during a good economic growth and stability economic period.

1.1.2 Advertisement direct sale revenue define as the Ad income that sale persons find potential customers to advertise their products or products on the TNEWS website for a certain period.

Thai News : Direct Sale Revenue	Actual				Forecast					
	2020	2021	Jan – Mar 22	Apr – Dec 22	2022	2023	2024	2025	2026	2027
No. of Advertisement	N/A	128	66	197	263	305	354	411	476	553
<i>No. Advertisement growth rate (%)</i>	N/A	N/A	N/A	N/A	106%	16.00%	16.00%	16.00%	16.00%	16.00%
Price per advertisement (THB)	N/A	19,673	19,673	19,673	19,673	19,854	20,037	20,221	20,408	20,595
<i>Advertisement price growth rate (%)</i>	N/A	N/A	N/A	N/A	0.00%	0.92%	0.92%	0.92%	0.92%	0.92%
Direct sale revenue (THB million)	4.33	2.52	1.29	3.88	5.18	6.06	7.10	8.31	9.72	11.38

Remark: No data available for a price per advertisement and No. of advertisement in 2020

IFA uses a number of advertisement between Jan – Mar 2022 adjusted for the full year, as a base figure for a financial projection and set an impression growth rate of 16.00 percent per annum (CAGR) until 2027 based on the "e-Economy SEA 2021" report and set a price per advertisement to grow 0.92 percent per annum until 2027; based on historical average gross domestic product (GDP) for the past 10 years in Thailand considering that the 10-year historical data is a period that can reflect the economic conditions during a good economic growth and stability economic period.

1.1.3 Affiliate marketing revenue is an income from customer-generated Ad. A model is that TNEWS will display customers' advertisements link on several TNEWS online platforms; when visitors purchase products or services through that link, TNEWS will receive a commission as a compensation.

IFA uses affiliate marketing's revenue between Jan – Mar 2022 adjusted for the full year, as a base figure for a financial projection and give an affiliate marketing's revenue growth rate of 16.00 percent per annum (CAGR) until 2027 based on the "e-Conomy SEA 2021" report.

Thai News : Affiliate Marketing Revenue	Actual			Forecast						
	2020	2021	Jan – Mar 22	Apr – Dec 22	2022	2023	2024	2025	2026	2027
Affiliate marketing's revenue growth rate (%)	N/A	37%	N/A	N/A	(93%)	16.00%	16.00%	16.00%	16.00%	16.00%
Affiliate marketing revenue (THB million)	3.18	4.37	0.08	0.24	0.31	0.37	0.42	0.49	0.57	0.66

1.2 The People

The business started operations in the 4th quarter of 2021. It provides an online news, similar to Thai News business but its contents mainly focus on the stories of famous and iconic peoples both local and international. The people provide services via website and mobile phones, under the media named "The People" and through The People website which is most of its followers directed from Facebook and Google.

Its revenue structure consists of (1) New media revenue, (2) Advertisement direct sale revenue and (3) Event revenue detail as follow:

1.2.1 New media revenue is Ad revenue that come from Facebook, Google Ad Network system when visitors see Ad through various The People platform such as The People website, The People Facebook, or The People YouTube channel. The Ad revenue is paid in term of "THB per 1,000 impressions" ("Cost per 1,000 Impression" or CPM) with a formula as below:

$$\text{New media revenue} = (\text{No. impression} / 1,000) \times \text{CPM}$$

The People : New Media Revenue	Actual		Forecast						
	Oct – Dec 21	Jan – Mar 22	Apr – Dec 22	2022	2023	2024	2025	2026	2027
No. Impression (million)	4.51	3.94	11.82	15.76	18.28	21.20	24.59	28.53	33.09
<i>Impression growth rate (%)</i>	N/A	N/A	N/A	249.35%	16.00%	16.00%	16.00%	16.00%	16.00%

The People : New Media Revenue	Actual		Forecast						
	Oct – Dec 21	Jan – Mar 22	Apr – Dec 22	2022	2023	2024	2025	2026	2027
CPM (THB per 1,000 Impression)	11.34	12.02	12.02	12.02	12.13	12.24	12.35	12.47	12.58
CPM growth rate (%)	N/A	N/A	N/A	5.97%	0.92%	0.92%	0.92%	0.92%	0.92%
New media revenue (THB million)	0.05	0.05	0.14	0.19	0.22	0.26	0.30	0.36	0.42

IFA uses an impression number between Jan – Mar 2022 adjusted for the full year, as a base figure for a financial projection and give an impression growth rate of 16.00 percent per annum (CAGR) until 2027 based on the "e-Economy SEA 2021" report and set the CPM growth rate at 0.92 percent per annum until 2027; based on historical average gross domestic product (GDP) for the past 10 years in Thailand considering that the 10-year historical data is a period that can reflect the economic conditions during a good economic growth and stability economic period.

1.2.2 Advertisement direct sale revenue define as the Ad income that sale persons find potential customers to advertise their products or products on The People website for a certain period.

The People : Direct Sale Revenue	Actual		Forecast						
	Oct – Dec 21	Jan – Mar 22	Apr – Dec 22	2022	2023	2024	2025	2026	2027
No. of Advertisement	29	33	99	132	153	177	206	238	277
No. Advertisement growth rate (%)	N/A	N/A	N/A	354.18%	16.00%	16.00%	16.00%	16.00%	16.00%
Price per advertisement (THB)	67,192	67,192	67,192	67,192	67,811	68,435	69,065	69,702	70,343
Advertisement price growth rate (%)	N/A	N/A	N/A	0.00%	0.92%	0.92%	0.92%	0.92%	0.92%
Direct sale revenue (THB million)	1.95	2.21	6.64	8.85	10.36	12.13	14.20	16.62	19.46

IFA uses a number of advertisement between Jan – Mar 2022 adjusted for the full year, as a base figure for a financial projection and set an impression growth rate of 16.00 percent per annum (CAGR) until 2027 based on the "e-Economy SEA 2021" report and set a price per advertisement to

grow 0.92 percent per annum until 2027; based on historical average gross domestic product (GDP) for the past 10 years in Thailand considering that the 10-year historical data is a period that can reflect the economic conditions during a good economic growth and stability economic period.

1.2.3 Event revenue is an income from events under the trademark The People, such as The People Awards, The People music festival and others. The first event was held in 2022 and plan to organize throughout the year; with a target of 10, 15 and 20 events in 2022-2024. Event revenue mainly come from the sponsor, partnership support and ticket sale.

The People : Event Revenue	Actual		Forecast						
	Oct – Dec 21	Jan – Mar 22	Apr – Dec 22	2022	2023	2024	2025	2026	2027
No. of Event	-	1	9	10	15	20	24	28	33
<i>No. of Event growth rate (%)</i>	<i>N/A</i>	<i>N/A</i>	<i>N/A</i>	<i>N/A</i>	50.00%	33.33%	16.00%	16.00%	16.00%
Average income per event (THB)	-	700,000	700,000	700,000	706,447	712,953	719,520	726,146	732,834
<i>Income per event growth rate (%)</i>	<i>N/A</i>	<i>N/A</i>	<i>N/A</i>	0.00%	0.92%	0.92%	0.92%	0.92%	0.92%
Event revenue (THB million)	-	0.70	6.30	7.00	10.60	14.26	17.27	20.33	24.18

IFA uses the number of events for the years 2022 - 2024 equal to 10, 15 and 20 respectively, based on managements' projection which is reasonable given the situation with Covid-19 began to unfold in 2022, so the event would resume significantly growth compared to the past 2 years. Additionally, The People team plans to organize an average of 3 – 5 events per quarter. Hence, IFA set a number of event growth rate at 16.00 percent per annum (CAGR) until 2027 based on the "e-Economy SEA 2021" report

IFA set an average income per event to grow 0.92 percent per annum until 2027; based on historical average gross domestic product (GDP) for the past 10 years in Thailand considering that the 10-year historical data is a period that can reflect the economic conditions during a good economic growth and stability economic period.

1.3 Statistics Application

It provides programs for statistical data processing which enable its clients to analyze the amount of page views (Pageview) and revenue. Hence, clients will know the ability to produce content of each content

team and a potential to attract audiences effectively. Currently, it serves mainly in-house to NATION Group, with a plan to expand to outside organizations in the future.

A revenue mainly come from businesses under NATION group such as Bangkok Businessweek, Nation Weekend, Komchadluek and Thansettakij which NATION group pay a fixed monthly fee of THB 650,000 per month (THB 7.80 million per year) since 2022.

Stat App. Service Revenue	Actual			Forecast						
	2020	2021	Jan – Mar 22	Apr – Dec 22	2022	2023	2024	2025	2026	2027
Revenue growth rate (%)	N/A	114.6%	N/A	N/A	(46.8%)	0.92%	0.92%	0.92%	0.92%	0.92%
Stat app revenue (THB million)	6.84	14.68	1.95	5.85	7.80	7.87	7.94	8.02	8.09	8.17

IFA estimates the stat app revenue to grow 0.92 percent per annum until 2027; based on historical average gross domestic product (GDP) for the past 10 years in Thailand considering that the 10-year historical data is a period that can reflect the economic conditions during a good economic growth and stability economic period.

2. Other incomes such as an interest income and special income

IFA applies the actual proportion of other income to The People revenue in Jan - Mar 2022 equal to 0.4 percent per annum, for a projection period (Apr 2022 – 2027).

3. Cost of sale and service

IFA estimates a cost of service and sale based on each business unit. Hence, the cost of sale and service consists of fixed and variable costs, as follows:

3.1 Thai News

- Fixed costs consist of employee expenses, rental cost, news writing fee and other fixed costs. IFA estimates fixed costs using figures of Jan – Mar 2022 and adjusted for the full year. A growth rate of employee expenses and rental cost are set at 3.00% per year according to the NN policy, and the market rate of rental which increase about 9% - 10% every 3 years. While news writing fee and other fixed costs are set to grow at 0.92 percent per annum until 2027; based on historical average gross domestic product (GDP) for the past 10 years in Thailand.
- Variable costs mainly are affiliate marketing sharing cost, reporter's revenue sharing cost and other variable costs such as moderator fee, post boosting fee which are a proportion of

revenue as shown in table below. IFA applies the actual average proportion of 4-year (2019 - Mar 2022) for a projection period (Apr 2022 – 2027).

Variable cost Thai News	2019	2020	2021	Jan – Mar 2022	Average
Affiliate marketing sharing cost to affiliate marketing revenue (%)	N/A	3.79%	28.93%	0.00%	16.36%*
Reporter's revenue sharing cost and other variable costs to sale and service revenue (%)	7.63%	7.26%	0.34%	0.52%	3.94%

*Remark: Using average between 2020-2021 instead, given no expense in 2019 and Jan-Mar 2022

3.2 The people

- Fixed costs consist of employee salary, software license fee, news writing fee and other fixed costs. IFA estimates fixed costs using figures of Jan – Mar 2022 and adjusted for the full year. A growth rate of employee salary is set at 3.00% per year according to the NN policy, while software license fee, news writing fee and other fixed costs are set to grow at 0.92 percent per annum until 2027; based on historical average gross domestic product (GDP) for the past 10 years in Thailand.
- Variable costs mainly consist of post boosting fee and event organizing cost which are a proportion of revenue as shown in table below. IFA applies the actual average proportion between 2021 and Jan-Mar 2022 for a projection period (Apr 2022 – 2027), while event organizing cost is a proportion of event revenue in 2022 directly because no event was held in 2021.

Variable cost The People	2021	Jan – Mar 2022	Average
Post boosting fee to new media and direct sale revenue (%)	7.21%	4.61%	5.91%
Event organizing cost to event revenue (%)	-	81.07%	81.07%

3.3 Statistics Application

- Fixed costs consist of employee salary and equipment rental fee (server/cloud). IFA estimates fixed costs using figures of Jan – Mar 2022 and adjusted for the full year. A growth rate of employee salary is set at 3.00% per year according to the NN policy, while equipment rental fee is set to grow at 0.92 percent per annum until 2027; based on historical average gross domestic product (GDP) for the past 10 years in Thailand.

- Variable costs mainly are training fee which started in 2021. It is a proportion of sale and service revenue as table below. IFA applies the actual average proportion between 2021 and Jan-Mar 2022 for a projection period (Apr 2022 – 2027)

Variable cost Stat App	2021	Jan – Mar 2022	Average
Training fee to sale and service revenue (%)	0.65%	0.00%	0.33%

Summary of NN's revenue and cost projection

Unit: THB million

Year	Actual			Forecast						
	2020	2021	Jan - Mar 22	Apr - Dec 22	2022	2023	2024	2025	2026	2027
Revenue										
<u>Thai News</u>										
- New Media	26.29	19.67	7.23	21.70	28.93	33.87	39.65	46.42	54.34	63.62
- Direct Sale	4.33	2.52	1.29	3.88	5.18	6.06	7.10	8.31	9.72	11.38
- Affiliate Marketing	3.18	4.37	0.08	0.24	0.31	0.37	0.42	0.49	0.57	0.66
Total sale and service revenue - Thai News	33.80	26.56	8.61	25.82	34.42	40.30	47.17	55.22	64.64	75.66
<u>Stat App</u>										
- Service revenue	6.84	14.68	1.95	5.85	7.80	7.87	7.94	8.02	8.09	8.17
Total sale and service revenue - Stat App	6.84	14.68	1.95	5.85	7.80	7.87	7.94	8.02	8.09	8.17
<u>The People</u>										
- New Media	-	0.05	0.05	0.14	0.19	0.22	0.26	0.30	0.36	0.42
- Direct Sale	-	1.95	2.21	6.64	8.85	10.36	12.13	14.20	16.62	19.46
- Event	-	-	0.70	6.30	7.00	10.60	14.26	17.27	20.33	24.18
Total sale and service revenue - The People	-	2.00	2.96	13.08	16.04	21.18	26.65	31.77	37.31	44.06
Total sale and service revenue	40.64	43.24	13.52	44.75	58.26	69.35	81.76	95.01	110.04	127.89
<u>Other income</u>										
Thai News	-	-	0.81	-	0.81	-	-	-	-	-
Stat App	-	-	0.18	-	0.18	-	-	-	-	-
The People	-	-	0.04	0.06	0.09	0.09	0.11	0.14	0.16	0.19
Total other income	-	-	1.03	0.06	1.08	0.09	0.11	0.14	0.16	0.19
Total revenue	40.64	43.24	14.54	44.80	59.35	69.44	81.88	95.14	110.20	128.08
Cost of sale and service										

Year	Actual			Forecast						
	2020	2021	Jan - Mar 22	Apr - Dec 22	2022	2023	2024	2025	2026	2027
<u>Thai News</u>										
Fixed cost										
- Rental cost	1.47	0.56	0.13	0.38	0.51	0.53	0.54	0.56	0.58	0.59
- Employee expenses	14.07	11.11	3.25	9.76	13.02	13.41	13.81	14.23	14.65	15.09
- News writing fee	0.67	0.18	0.05	0.14	0.19	0.19	0.19	0.19	0.19	0.19
- Other fixed costs	0.70	1.25	0.31	0.93	1.24	1.25	1.26	1.27	1.29	1.30
Total fixed cost - Thai News	16.91	13.10	3.74	11.22	14.95	15.37	15.81	16.25	16.71	17.18
Variable cost										
- Affiliate marketing sharing cost	0.12	1.26	-	0.05	0.05	0.06	0.07	0.08	0.09	0.11
- Reporter's revenue sharing cost	2.46	0.00	-	1.23	1.23	1.44	1.69	1.98	2.31	2.71
- Other variable costs	0.18	0.08	0.04	0.08	0.12	0.14	0.17	0.20	0.23	0.27
Total variable cost - Thai News	2.77	1.34	0.04	1.36	1.41	1.65	1.93	2.25	2.64	3.09
Total cost of sale and service - Thai News	19.68	14.44	3.78	12.58	16.36	17.02	17.73	18.50	19.34	20.26
<u>Stat App</u>										
Fixed cost										
- Employee salary	9.67	6.43	1.60	4.80	6.40	6.59	6.79	6.99	7.20	7.42
- Equipment rental fee	5.68	3.38	0.01	0.02	0.03	0.03	0.03	0.03	0.03	0.03
Total fixed cost - Stat App	15.35	9.81	1.61	4.82	6.43	6.62	6.82	7.02	7.23	7.45
Variable cost										
- Training fee	-	0.10	-	0.03	0.03	0.03	0.03	0.03	0.03	0.03
Total variable cost - Stat App	-	0.10	-	0.03	0.03	0.03	0.03	0.03	0.03	0.03
Total cost of sale and service - Stat App	15.35	9.91	1.61	4.85	6.46	6.65	6.85	7.05	7.26	7.48
<u>The People</u>										
Fixed cost										
- Employee salary	-	1.69	1.94	5.83	7.78	8.01	8.25	8.50	8.76	9.02
- Software license fee	-	0.07	0.07	0.21	0.29	0.29	0.29	0.29	0.30	0.30
- News writing fee	-	0.24	0.58	1.74	2.32	2.34	2.36	2.38	2.40	2.42
- Other fixed costs	-	0.59	0.01	0.03	0.03	0.03	0.03	0.04	0.04	0.04
Total fixed cost - The People	-	2.59	2.60	7.81	10.41	10.67	10.94	11.21	11.49	11.78
Variable cost										
- Post boosting fee	-	0.14	0.10	0.43	0.53	0.63	0.73	0.86	1.00	1.18
- Event organizing cost	-	-	0.57	5.11	5.67	8.59	11.56	14.00	16.48	19.60

Year	Actual			Forecast						
	2020	2021	Jan - Mar 22	Apr - Dec 22	2022	2023	2024	2025	2026	2027
Total variable cost - The People	-	0.14	0.67	5.54	6.21	9.22	12.29	14.86	17.49	20.78
Total sale and service - The People	-	2.74	3.28	13.35	16.62	19.89	23.23	26.07	28.98	32.56
Total sale and service cost	35.03	27.09	8.67	30.77	39.44	43.56	47.81	51.62	55.58	60.30

4. IFA estimates SG&A expenses based on each business unit. Hence, the SG&A expenses consist of fixed and variable expenses, as follows:

4.1 Thai News

- Fixed SG&A expenses comprise of server rental fee, audit fee, central service fee, utilities and other expenses. IFA estimates fixed SG&A expenses using figures of Jan – Mar 2022 and adjusted for the full year. The fixed SG&A expenses grow at 0.92 percent per annum until 2027; based on historical average gross domestic product (GDP) for the past 10 years in Thailand.
- Variable SG&A expenses consist of employee bonus and marketing expenses, however Thai News haven't paid a bonus since 2021 resulting from a business restructuring. The marketing expenses is a proportion of sale and service revenue which IFA applies the actual average proportion of 4-year (2019 - Mar 2022) for a projection period (Apr 2022 – 2027) as below:

Variable SG&A expenses Thai News	2019	2020	2021	Jan – Mar 2022	Average
Marketing expenses to sale and service revenue (%)	0.00%	6.14%	1.49%	5.65%	3.32%

4.2 The People

- Fixed SG&A expenses consist of office rental fee, central service fee, utilities and other fixed costs. IFA estimates fixed SG&A using figures of Jan – Mar 2022 and adjusted for the full year. A growth rate of office rental fee is set at 3.00% per year; similar to the market rental growth rate, while central service fee, utilities and other fixed costs are set to grow at 0.92 percent per annum until 2027; based on historical average gross domestic product (GDP) for the past 10 years in Thailand.
- Variable SG&A expenses consist of employee bonus and commission fee which is a proportion of revenue as shown in table below. IFA applies the actual average proportion between 2021 and Jan-Mar 2022 for a projection period (Apr 2022 – 2027).

Variable SG&A expenses The People	2021	Jan – Mar 2022	Average
Employee bonus to sale and service revenue (%)	18.41%	8.82%	13.62%
Commission fee to direct sale revenue (%)	1.15%	12.05%	6.60%

4.3 Statistics Application

- Fixed SG&A expenses consist of office rental fee, central service fee, utilities and other fixed costs. IFA estimates fixed SG&A using figures of Jan – Mar 2022 and adjusted for the full year. A growth rate of office rental fee is set at 3.00% per year; similar to the market rental growth rate, while central service fee, utilities and other fixed costs are set to grow at 0.92 percent per annum until 2027; based on historical average gross domestic product (GDP) for the past 10 years in Thailand.
- Variable SG&A expenses mainly are employee bonus of programmers; however there no bonus since 2021 resulting from a business restructuring.

Summary of NN's SG&A projection

Year (unit: THB million)	Actual			Forecast						
	2020	2021	Jan - Mar 22	Apr - Dec 22	2022	2023	2024	2025	2026	2027
SG&A expense										
<u>Thai News</u>										
- Employee bonus	0.86	-	-	-	-	-	-	-	-	-
- Marketing expenses	2.24	0.35	0.49	0.66	1.14	1.34	1.57	1.83	2.15	2.51
- Fixed SG&A expenses	1.62	5.73	2.02	4.80	6.82	6.88	6.95	7.01	7.08	7.14
Total SG&A expense - Thai News	4.71	6.09	2.51	5.46	7.96	8.22	8.51	8.85	9.22	9.65
<u>Stat App</u>										
- Employee bonus	0.53	-	-	-	-	-	-	-	-	-
- Fixed SG&A expenses	3.71	1.73	0.15	0.45	0.60	0.62	0.63	0.65	0.66	0.68
Total SG&A expense - Stat App	4.24	1.73	0.15	0.45	0.60	0.62	0.63	0.65	0.66	0.68
<u>The People</u>										
- Employee bonus	-	0.37	0.26	1.92	2.18	2.88	3.63	4.33	5.08	6.00
- Commission fee	-	0.02	0.27	0.32	0.58	0.68	0.80	0.94	1.10	1.28
- Fixed SG&A expenses	-	0.17	1.29	3.86	5.14	5.21	5.28	5.35	5.42	5.49
Total SG&A expense - The People	-	0.56	1.81	6.10	7.91	8.78	9.71	10.61	11.60	12.78
Total SG&A expense	8.95	8.38	4.47	12.01	16.48	17.62	18.85	20.11	21.48	23.11

5. Depreciation and amortization assumption

Depreciation and amortization are estimated in a straight line in accordance with NN's accounting policy, most of its assets are equipment, computers, and software related to the business operations of the company. Most of the useful life for depreciation and amortization are 3 – 10 years.

6. Corporate tax rate assumption

Assumed a normal corporate tax rate at 20 percent.

7. Working capital assumption

Assumed account receivable days, account payable days equal to 30 and 45 days respectively, according to NN's policy and payment term to NATION. Hence, NN has no inventory as it operates mainly an online media business.

8. Loan and interest expense assumption

As of March 31, 2022, NN has a loan from related parties in amount of THB 82.50 million. This loan has an average interest rate of 12.00 percent which will be fully repaid after receiving cash from the NNV's disposal transaction.

9. Capital expenditure assumption

NN has no firmly additional investment plans in the future.

10. Discount Rate

Discount rate applied to the net present value of free cash flow to firm is calculated by using weight average cost of capital: WACC in the following formula

$$\text{WACC} = \text{Ke} \times (\text{E}/\text{V}) + \text{Kd} \times (1-\text{T}) \times (\text{D}/\text{V}) \text{ when}$$

Ke = The return rate on equity calculated by using Capital Asset Pricing Model (CAPM) to be discussed further

Kd = Average interest rate of interest-bearing debts at 12.00 percent

T = 20 percent

E = Shareholder equity

D = The company has no interest expense given NBC will fully repay all debts after NNV's disposal transaction and has no future investment plans; therefore, there will be no additional debt.

$$\text{V} = \text{E} + \text{D}$$

Ke will be calculated by using CAPM as follows

$$\text{Ke} = \text{Rf} + \text{Beta} \times (\text{Rm} - \text{Rf})$$

Rf = Risk free rate based on government bond yield within the assumption of going concern basis as follows

Rf	4.46%
Based on government bond yield	50 years
	IFA uses the longest period of government bond yield that is applicable. This is in line with NN's forecast period assuming that NN will continue to operate in the future.
Source www.thaibma.or.th as of	May 25, 2022

Rm = Expected market return rate since the establishment of SET (source: SETSMART)

Expected market return rate in the period of	April 1975 – April 2022
	IFA uses the period of return on the stock exchange since the SET established; in order to fully reflect the increasing or decreasing of the SET's returns. According to a statistical principle, the large group of data for calculation will increase the reliability of the rate of return.
Rm	13.72%

Beta = Beta is a measure the volatility of NBC comparing to SET as a whole. IFA applies average historical 3-year Beta (May 26, 2019 – May 25, 2022) equal to 0.70 in the calculation.

Base on assumption and factors mentioned above, the calculation of NN's Ke and WACC is as follows.

Ke	Kd	Tax	E/V	D/V	WACC
10.95%	20.00%	20%	1.00	0.00	10.95%

11. Terminal Value

IFA assumes the cash flow value after fiscal 2027 is expected to grow at an average rate of 1.00 percent due to the long-term expectation that the business will continue to grow but may not be able to grow at a high rate. This is to reflect the maximum probability and probability of the projection.

NN Financial Projection

Unit: THB million

Year	Actual			Forecast						
	2020	2021	Jan - Mar 22	Apr - Dec 22	2022	2023	2024	2025	2026	2027
Revenue										
Sale and service revenue										
- TNEWS	33.80	26.56	8.61	25.82	34.42	40.30	47.17	55.22	64.64	75.66
- Stat App	6.84	14.68	1.95	5.85	7.80	7.87	7.94	8.02	8.09	8.17
- The People	-	2.00	2.96	13.08	16.04	21.18	26.65	31.77	37.31	44.06
Total sale and service revenue	40.64	43.24	13.52	44.75	58.26	69.35	81.76	95.01	110.04	127.89
Other income	-	-	1.03	0.06	1.08	0.09	0.11	0.14	0.16	0.19
Total revenue	40.64	43.24	14.54	44.80	59.35	69.44	81.88	95.14	110.20	128.08
Cost of sale and service	35.03	27.09	8.67	30.77	39.44	43.56	47.81	51.62	55.58	60.30
Gross profit	5.61	16.15	4.85	13.97	18.82	25.79	33.96	43.39	54.46	67.59
Selling expense										
General and administrative expense	8.95	8.38	4.47	12.01	16.48	17.62	18.85	20.11	21.48	23.11
Depreciation and amortization	0.97	3.24	1.64	4.93	6.57	6.57	6.57	6.57	6.57	6.57
Operating profit	(4.31)	4.54	(0.24)	(2.91)	(3.14)	1.69	8.65	16.85	26.56	38.10
Interest expense	-	(2.18)	(2.10)	(2.85)	(4.95)	-	-	-	-	-
Tax	-	(0.47)	-	-	-	-	-	(1.41)	(5.31)	(7.62)
Net profit (loss) before extra item	(4.31)	1.89	(2.33)	(5.76)	(8.09)	1.69	8.65	15.43	21.25	30.48

Year	Actual				Forecast					
	2020	2021	Jan - Mar 22	Apr - Dec 22	2022	2023	2024	2025	2026	2027
Extra item*	-	-	39.91	-	39.91	-	-	-	-	-
Net profit (loss)	(4.31)	1.89	37.58	(5.76)	31.82	1.69	8.65	15.43	21.25	30.48
Financial ratio										
Revenue growth rate	-8.2%	6.4%	N/A	N/A	37.3%	17.0%	17.9%	16.2%	15.8%	16.2%
Net profit growth rate	-487.1%	143.8%	N/A	N/A	1585.1%	-94.7%	410.3%	78.5%	37.7%	43.4%
Gross profit margin	13.8%	37.4%	35.9%	31.2%	32.3%	37.2%	41.5%	45.7%	49.5%	52.9%
Net profit margin	-10.6%	4.4%	258.4%	-12.9%	53.6%	2.4%	10.6%	16.2%	19.3%	23.8%

*Remark: Profit resulting from a call center business transfer to NBC

Discounted Cash Flow Valuation of NN

(Unit: THB million)	Apr -Dec 22	2023	2024	2025	2026	2027
Net profit	(5.76)	1.69	8.65	15.43	21.25	30.48
Add: Depreciation and amortization	4.93	6.57	6.57	6.57	6.57	6.57
Interest expense x (1-Tax rate)	(3.25)	(0.32)	(0.50)	(0.62)	(0.75)	(0.89)
Change in working capital	2.28	-	-	-	-	-
Capital expenditure	-	-	-	-	-	-
Free cash flow to firm	(1.80)	7.94	14.72	21.38	27.07	36.16
Terminal Value						367.11
Present value of free cash flow to firm	(1.67)	6.62	11.06	14.48	16.53	221.89
Total present value of free cash flow to firm	268.91					
Add: Estimated cash or cash equivalent as of March 31, 2022	4.31					
Less: Interest bearing debt as of March 31, 2022	(82.50)					
Add: Cash received from NBC's liabilities repayment (NBC will use a proceed from the NNV sale; to repay a debt to NN)	42.00					
Present value of NN shareholders' equity	232.72					

Summary of NN valuation by discounted cash flow approach

Valuation of NN's shareholder equity by discounted cash flow approach is THB 232.72 million

2.5.3 HPS Valuation by Discounted Cash Flow Approach

HPS operates a home shopping business through NATION's television channel under the program "Happy Shopping" and sell products through various online channels (e-commerce) such as DeeLife website, Marketplace (Lazada and Shopee) and Line application. IFA has estimated a financial projection as follows:

Assumption

1. Revenue from sale and service

HPS has 2 type of income which are a product sale revenue and logistic revenue. The product sale can be categorized into (1) vendor Products and (2) house-brand products under "Happy Life Plus" brand which started selling in 2021. The detail is in table belows:

Product Sale	Actual				Forecast					
	2020	2021	Jan – Mar 22	Apr – Dec 22	2022	2023	2024	2025	2026	2027
Vendor product revenue	369.12	178.68	41.10	162.60	203.70	232.21	264.72	301.79	344.04	392.20
<i>Vendor product sale growth rate (%)</i>	141.71%	(51.59)	N/A	N/A	14.00%	14.00%	14.00%	14.00%	14.00%	14.00%
House-brand product revenue	-	44.74	10.29	40.71	51.00	58.14	66.28	75.56	86.14	98.20
<i>House-brand product sale growth rate (%)</i>	-	N/A	N/A	N/A	14.00%	14.00%	14.00%	14.00%	14.00%	14.00%
Product revenue (THB million)	369.12	223.42	51.39	203.31	254.70	290.36	331.01	377.35	430.18	490.40

IFA uses a product sale growth rate of 14.00 percent per annum (CAGR) until 2027 for both vendor and house-brand product revenue; based on the "e-Economy SEA 2021" report published by Google, TEMASEK and BAIN & Company, which stated that the growth rate of the e-Commerce industry in Thailand between 2021 - 2025 equal to 14.00 percent per year, which IFA considers reasonable given the e-Commerce in Thailand increased 68.00 percent in 2021, compared to 2020.

A logistic revenue is a proportion of product sale revenue as shown in table below

Logistic	2019	2020	Average
Logistic income to product sale revenue (%)	10.34%	5.91%	8.12%
Logistic revenue (THB million)	15.78	21.82	

IFA applies the actual average proportion of 2-year (2019 - 2020) for a projection period (Apr 2022 – 2027) equal to 8.12 percent because the logistic income was lower than actual in 2021. The reason was that HPS implemented a new sale channel through Lazada and Shopee, as a result HPS didn't collect shipping fee from customers. However, HPS plans to increase the proportion of product sale via its own channels in the future, so it can collect more shipping fee.

- Other incomes include an interest income, revenue from organizing tours and affiliate marketing revenue which are a proportion of HPS's sale and service revenue. IFA applies the actual average proportion of 3-year (2020 - Mar 2022) that HPS had other income, equal to 1.34 percent for a projection period (Apr 2022 – 2027).

Other income	2020	2021	Jan – Mar 2022	Average
Other income to sale and service revenue (%)	0.3%	2.2%	1.5%	1.34%
Other income (THB million)	1.21	5.10	0.79	
Sale and service revenue (THB million)	390.93	231.02	52.35	

- Cost of sale and service

IFA estimates a cost of service and sale which consist of fixed and variable costs, as follows:

- Fixed costs consist of employee expenses, rental cost, post boosting fee, TV advertising fee (Nation 22 channel) and other fixed costs. IFA estimates fixed costs using figures of Jan – Mar 2022 and adjusted for the full year. A growth rate of employee expenses and rental cost are set at 3.00% per year according to the HPS policy, and the market rate of rental which increase about 9% - 10% every 3 years. The post boosting fee, TV advertising fee and other fixed costs are set to grow at 0.92 percent per annum until 2027; based on historical average gross domestic product (GDP) for the past 10 years in Thailand.
- Variable cost consist of cost of vendor products, cost of house-brand product, TV broadcasting expense (Air time), TV production cost and logistic cost which are a proportion of revenue as shown in table below:

Variable cost	2019	2020	2021	Jan – Mar 2022	Average
Cost of vendor products to vendor product revenue (%)	51.86%	49.43%	49.94%	51.37%	50.65%

Variable cost	2019	2020	2021	Jan – Mar 2022	Average
Cost of house-brand product to house-brand product revenue (%)	-	-	36.54%	37.59%	37.06%
TV broadcasting expense to sale and service revenue (%)	14.89%	20.45%	18.18%	16.67%	17.55%
TV production cost to sale and service revenue (%)	-	1.55%	1.74%	2.10%	1.80%
Logistic cost to logistic revenue (%)	59.85%	81.21%			70.53%

For a projection period (Apr 2022 – 2027), IFA applies the actual average proportion of 4-year (2019 - Mar 2022) for cost of vendor product, cost of house-brand product, TV broadcasting expense and TV production cost. While IFA applies the actual average proportion of 2-year (2019 - 2020) for logistic cost; in line with a forecast of logistic revenue above.

Summary of HPS's revenue and cost projection

Unit: THB million

Year	Actual			Forecast						
	2020	2021	Jan - Mar 22	Apr - Dec 22	2022	2023	2024	2025	2026	2027
Revenue										
Vendor product sale	369.12	178.68	41.10	162.60	203.70	232.21	264.72	301.79	344.04	392.20
House-brand product sale	-	44.74	10.29	40.71	51.00	58.14	66.28	75.56	86.14	98.20
Total product revenue	369.12	223.42	51.39	203.31	254.70	290.36	331.01	377.35	430.18	490.40
Logistic revenue	21.82	7.60	0.96	19.73	20.69	23.59	26.89	30.65	34.94	39.84
Total sale and service revenue	390.93	231.02	52.35	223.04	275.39	313.94	357.89	408.00	465.12	530.24
Other income	1.21	5.10	0.79	2.90	3.69	4.21	4.79	5.47	6.23	7.10
Total revenue	392.14	236.12	53.14	225.94	279.08	318.15	362.69	413.47	471.35	537.34
Cost of sale and service										
<u>Fixed cost</u>										
Rental cost	3.73	2.57	0.42	1.27	1.70	1.75	1.80	1.86	1.91	1.97
Employee expenses	34.15	16.67	5.21	15.63	20.83	21.46	22.10	22.77	23.45	24.15
Post boosting fee	1.14	4.48	-	-	-	-	-	-	-	-
TV advertising fee	0.10	8.15	0.46	1.39	1.86	1.87	1.89	1.91	1.93	1.94

Year	Actual			Forecast						
	2020	2021	Jan - Mar 22	Apr - Dec 22	2022	2023	2024	2025	2026	2027
Other fixed costs	4.01	3.72	1.03	3.10	4.14	4.17	4.21	4.25	4.29	4.33
Total fixed cost	43.12	35.59	7.13	21.39	28.52	29.26	30.01	30.78	31.58	32.39
<u>Variable cost</u>										
Cost of vendor product	182.45	89.23	21.11	82.06	103.17	117.61	134.08	152.85	174.25	198.64
Cost of house-brand product	-	16.35	3.87	15.04	18.90	21.55	24.57	28.01	31.93	36.40
TV broadcasting expense	79.93	42.00	8.73	39.60	48.32	55.09	62.80	71.59	81.62	93.04
TV production cost	6.07	4.03	1.10	3.85	4.95	5.64	6.43	7.34	8.36	9.53
Logisitic cost	17.72	11.88	2.28	12.31	14.59	16.63	18.96	21.62	24.65	28.10
Total variable cost	286.16	163.47	37.09	152.85	189.94	216.53	246.84	281.40	320.80	365.71
Total cost of sale and service	329.29	199.06	44.22	174.24	218.46	245.79	276.85	312.18	352.37	398.10

4. SG&A expenses consist of fixed and variable expense, as follows:

- Fixed SG&A expenses comprise of employee salary, office rental expense, NBC's call center expense, central service fee, cash-on-delivery (COD) service fee and other expenses. IFA estimates fixed SG&A expenses using Jan – Mar 2022 figure and adjusted for the full year. A growth rate of employee salary and office rental expense are set at 3.00% per year according to the HPS policy, and the market rate of rental which increase about 9% - 10% every 3 years. While NBC's call center expense, central service fee, cash-on-delivery (COD) service fee and other expenses are set to grow at 0.92 percent per annum until 2027; based on historical average gross domestic product (GDP) for the past 10 years in Thailand.
- Variable SG&A expenses mainly are marketing expenses which is a proportion of product sale revenue. IFA applies the actual average proportion of 4-year (2019 - Mar 2022) for a projection period (Apr 2022 – 2027) as below:

Variable SG&A expenses	2019	2020	2021	Jan – Mar 2022	Average
Marketing expenses to total product sale revenue (%)	0.72%	0.34%	1.20%	2.01%	1.07%

Summary of HPS's SG&A projection

Unit: THB million

Year	Actual			Forecast						
	2020	2021	Jan - Mar 22	Apr - Dec 22	2022	2023	2024	2025	2026	2027
SG&A expense										
<u>Fixed SG&A expense</u>										
Employee salary	20.59	31.86	6.83	20.50	27.33	28.15	28.99	29.86	30.76	31.68
NBC's call center expense	32.79	21.39	4.80	14.40	19.20	19.38	19.56	19.74	19.92	20.10
Central service fee	5.00	6.00	1.50	4.50	6.00	6.06	6.11	6.17	6.22	6.28
COD service fee	8.65	5.14	1.13	3.39	4.51	4.56	4.60	4.64	4.68	4.73
Office rental expense	5.69	5.71	1.02	3.07	4.09	4.21	4.34	4.47	4.60	4.74
Other expenses	9.75	9.82	1.11	3.33	4.45	4.49	4.53	4.57	4.61	4.65
Total fixed SG&A expense	82.47	79.91	16.39	49.18	65.58	66.83	68.12	69.44	70.80	72.18
<u>Variable SG&A expense</u>										
Marketing expenses	1.24	2.67	1.03	1.90	2.93	3.34	3.81	4.35	4.95	5.65
Total SG&A expense	83.71	82.58	17.43	51.08	68.51	70.18	71.93	73.79	75.75	77.83

5. Depreciation and amortization assumption

Depreciation and amortization are estimated in a straight line in accordance with HPS's accounting policy, most of its assets are equipment, computers, and software related to the business operations of the company. Most of the useful life for depreciation and amortization are 3 – 10 years.

6. Corporate tax rate assumption

Assumed a normal corporate tax rate at 20 percent.

7. Working capital assumption

IFA's assumption is based on the average actual figure in 2019 – March 2022 as follows:

Days	2019	2020	2021	Jan – Mar 2022	Average
Trade receivables and other receivables	28.3	6.0	8.0	4.9	7.0
Inventory	116.3	44.1	68.9	87.6	79.2
Trade payables and other payables	156.3	50.5	106.0	141.8	113.7

8. Loan and interest expense assumption

As of March 31, 2022, HPS has no loan and interest expense.

9. Capital expenditure assumption

HPS has no firmly additional investment plans in the future.

10. Discount Rate

Discount rate applied to the net present value of free cash flow to firm is calculated by using weight average cost of capital: WACC in the following formula

$$WACC = Ke \times (E/V) + Kd \times (1-T) \times (D/V) \text{ when}$$

Ke = The return rate on equity calculated by using Capital Asset Pricing Model (CAPM) to be discussed further

Kd = HPS has no interest expense

T = 20 percent

E = Shareholder equity

D = HPS has no interest-bearing debt and has no future investment plans

V = E+D

Ke will be calculated by using CAPM as follows

$$Ke = Rf + \text{Beta} \times (Rm - Rf)$$

Rf = Risk free rate based on government bond yield within the assumption of going concern basis as follows

Rf	4.46%
Based on government bond yield	50 years
	IFA uses the longest period of government bond yield that is applicable. This is in line with NN's forecast period assuming that NN will continue to operate in the future.
Source www.thaibma.or.th as of	May 25, 2022

Rm = Expected market return rate since the establishment of SET (source: SETSMART)

Expected market return rate in the period of	April 1975 – April 2022
	IFA uses the period of return on the stock exchange since the

	SET established; in order to fully reflect the increasing or decreasing of the SET's returns. According to a statistical principle, the large group of data for calculation will increase the reliability of the rate of return.
Rm	13.72%

Beta = Beta is a measure the volatility of NBC comparing to SET as a whole. IFA applies average historical 3-year Beta (May 26, 2019 – May 25, 2022) equal to 0.70 in the calculation.

Base on assumption and factors mentioned above, the calculation of HPS's Ke and WACC is as follows.

Ke	Kd	Tax	E/V	D/V	WACC
10.95%	0.00%	20%	1.00	0.00	10.95%

11. Terminal Value

IFA assumes the cash flow value after fiscal 2027 is expected to grow at an average rate of 1.00 percent due to the long-term expectation that the business will continue to grow but may not be able to grow at a high rate. This is to reflect the maximum probability and probability of the projection.

HPS Financial Projection

Unit: THB million

Year	Actual			Forecast						
	2020	2021	Jan - Mar 22	Apr - Dec 22	2022	2023	2024	2025	2026	2027
Revenue										
Sale and service revenue	390.93	231.02	52.35	223.04	275.39	313.94	357.89	408.00	465.12	530.24
Other income	1.21	5.10	0.79	2.90	3.69	4.21	4.79	5.47	6.23	7.10
Total revenue	392.14	236.12	53.14	225.94	279.08	318.15	362.69	413.47	471.35	537.34
Cost of sale and service	329.29	199.06	44.22	174.24	218.46	245.79	276.85	312.18	352.37	398.10
Gross profit	61.65	31.96	8.13	48.80	56.93	68.16	81.04	95.82	112.75	132.13

Year	Actual			Forecast						
	2020	2021	Jan - Mar 22	Apr - Dec 22	2022	2023	2024	2025	2026	2027
Selling expense										
General and administrative expense	83.71	82.58	17.43	51.08	68.51	70.18	71.93	73.79	75.75	77.83
Depreciation and amortization	2.35	2.49	0.49	1.48	1.97	1.97	1.97	1.97	1.97	1.97
Operating profit	(23.20)	(48.02)	(9.00)	(0.86)	(9.87)	0.21	11.93	25.52	41.25	59.43
Interest expense	(0.31)	(0.03)	(0.01)	-	(0.01)	-	-	-	-	-
Tax	-	-	-	-	-	-	-	-	-	(11.21)
Net profit (loss)	(23.52)	(48.05)	(9.01)	(0.86)	(9.88)	0.21	11.93	25.52	41.25	48.22
Financial ratio										
Revenue growth rate	132.7%	-39.8%	N/A	N/A	18.2%	14.0%	14.0%	14.0%	14.0%	14.0%
Net profit growth rate	-398.7%	104.3%	N/A	N/A	79.4%	102.2%	5513.8%	113.9%	61.6%	16.9%
Gross profit margin	15.8%	13.8%	15.5%	21.9%	20.7%	21.7%	22.6%	23.5%	24.2%	24.9%
Net profit margin	-6.0%	-20.4%	-17.0%	-0.4%	-3.5%	0.1%	3.3%	6.2%	8.8%	9.0%

Discounted Cash Flow Valuation of HPS

(Unit: THB million)	Apr -Dec 22	2023	2024	2025	2026	2027
Net profit	(0.86)	0.21	11.93	25.52	41.25	48.22
Add: Depreciation and amortization	1.48	1.97	1.97	1.97	1.97	1.97
Interest expense x (1-Tax rate)	(6.27)	4.06	4.60	5.22	5.93	6.73
Change in working capital	-	-	-	-	-	-
Capital expenditure	-	-	-	-	-	-
Free cash flow to firm	(5.65)	6.25	18.51	32.72	49.15	56.92
Terminal Value						577.89
Present value of free cash flow to firm	(5.23)	5.21	13.91	22.16	30.01	349.30
Total present value of free cash flow to firm	415.36					
Add: Estimated cash or cash equivalent as of March 31, 2022	1.89					
Less: Interest bearing debt as of March 31, 2022	-					
Present value of HPS shareholders' equity	417.24					

Summary of HPS valuation by discounted cash flow approach

Valuation of HPS's shareholder equity by discounted cash flow approach is THB 417.24 million

Sensitivity Analysis

IFA analyzes the sensitivity of the present value of equity value by changing the discount rate (WACC) and the terminal growth rate to increase and decrease from the base case. The results of each case are as follows:

PV of NBC equity value (THB million)					
Terminal Growth (%)	WACC (%)				
	10.45%	10.70%	10.95%	11.20%	11.45%
0.50%	372.75	372.50	372.27	372.04	371.82
0.75%	372.91	372.65	372.40	372.17	371.95
1.00% (Base)	373.07	372.80	372.55	372.30	372.07
1.25%	373.24	372.96	372.70	372.45	372.21
1.50%	373.42	373.13	372.86	372.60	372.35

PV of NN equity value (THB million)					
Terminal Growth (%)	WACC (%)				
	10.45%	10.70%	10.95%	11.20%	11.45%
0.50%	238.32	230.01	222.10	214.58	207.42
0.75%	244.17	235.51	227.28	219.47	212.03
1.00% (Base)	250.32	241.29	232.72	224.59	216.87
1.25%	256.81	247.37	238.44	229.97	221.93
1.50%	263.66	253.79	244.46	235.63	227.26

PV of HPS equity value (THB million)					
Terminal Growth (%)	WACC (%)				
	10.45%	10.70%	10.95%	11.20%	11.45%
0.50%	426.05	412.96	400.53	388.70	377.43
0.75%	435.25	421.62	408.68	396.39	384.69
1.00% (Base)	444.93	430.72	417.24	404.46	392.30
1.25%	455.14	440.30	426.25	412.93	400.28
1.50%	465.93	450.40	435.73	421.83	408.66

Summary of valuation by sum of the parts approach

Company	Equity Value by DCF approach (THB million)	NBC Shareholding (%)	Equity Value in Proportion to NBC's shareholding (THB million)	Appropriate Value by IFA (THB million)
NBC	371.82 – 373.42		371.82 – 373.42	372.55
NN	207.42 – 263.66	99.99%	207.42 – 263.66	232.72
HPS	377.43 – 465.93	50.00%	188.72 – 232.96	208.62
Total value			767.96 – 870.04	813.89
Total shares of NBC (millions)			1,124.42	
Estimated NBC price per share (THB)			0.68 – 0.77	0.72

Summary of IFA opinion on the appropriate share valuation

IFA conducted the study and analyzed the above data to be used as information for business valuation by using various valuation approaches as the following table.

Table of valuation summary

Unit: THB/share

Valuation approach		Valuation by IFA (THB/share)	Offer price (THB)	Valuation is higher/(lower) than the Offer Price (THB)
1)	Book Value Approach	0.48	1.30	(0.82)
2)	Adjusted Book Value Approach	0.56		(0.74)
3)	Market Value Approach	1.62 – 2.42		0.32 – 1.12
4)	Market Comparable Approach	Unable to value by this approach as NBC has a net loss		1.69 – 2.04
	4.1 P/BV ratio approach			
	4.2 P/E ratio approach		-	
5)	Sum of the Parts Approach	0.68 – 0.77	(0.53) – (0.62)	

Based on valuation result by each approach, IFA views that

Book value approach is not appropriate because it does not consider the true value of the transactions in the financial statements, because some items of assets, liabilities and shareholders' equity may not reflect the market value that may increase or decrease. In addition, the valuation of shares based on the accounting

value does not reflect and consider the potential operational performance of the business in the future.

Adjusted book value approach is not appropriate. Although some items in the financial statements have been adjusted to reflect the actual value as much as possible, the valuation approach does not reflect and consider the potential operational performance of the business in the future.

Historical market price approach is not appropriate. The method of finding the price of the share based on the trading price on the stock exchange reflects the value of the shares at that time, as well as reflecting the fundamentals and demand of investors to the company's performance, however, due to the relatively low the trading liquidity of NBC shares is the relatively low, Therefore, the IFA deems it is inappropriate valuation approach.

Price to book value approach is not appropriate because the reference book value of each company may not reflect the true value, thus the valuation price may be misjudged by the book value and the liquidity of the compared share. As a result, the share price assessed in such way may not reflect the appropriate price.

Price to earnings ratio approach is not appropriate as most investors focus on long-term performance and/or future earnings and/or growth of each company used for reference. The present earnings per share may not reflect the potential operating and long-term performance of the business. The share price assessed in such approach may not reflect the reasonable price.

Sum of the Parts Approach – SOTP is appropriate because it consolidates the appropriate value of each subsidiary derived by the discounted cash flow method which takes into account the performance or ability to generate revenue and profit of business in the future, which is appropriate as shown in the table above

3. Reasons to accept and/or reasonable reasons to reject the tender offer

Considering the Tender Offer (Form 247-4) and other informations, IFA has an opinion that shareholders **should reject** Tender offer for reasons as follows:

3.1 The Offer Price is reasonable, but it can be sold at higher price

IFA has assessed the valuation of the shares in various approaches as shown in the valuation summary table below;

Valuation Approach	Valuation (THB/share)	Valuation is higher/(lower) than the Offer Price* (THB)	Valuation is higher/(lower) than the Offer Price* (%)
1) Book value approach	0.48	(0.82)	(63.08)
2) Adjusted book value approach	0.56	(0.74)	(56.92)
3) Market price approach	1.62 – 2.42	0.32 – 1.12	24.62 – 86.15
4) Market comparable approach			
- P/BV ratio approach	2.99 – 3.34	1.69 – 2.04	130.00 – 156.92
- P/E ratio approach	N/A	N/A	N/A
5) Sum of the parts approach	0.68 – 0.77	(0.53) – (0.62)	(40.77) – (47.69)

*The Offer Price is THB 1.30 per share.

IFA has an opinion that the appropriate valuation approach is the sum of the parts approach, which is estimated at THB 0.68 – 0.77 per share, as it is taking into account the future performance of the Company. Additionally, the Offer Price at THB 1.30 per share is higher than the appraised method of the net present value of the cash flow. **Thus, IFA has an opinion that the Offer Price at THB 1.30 per share is appropriate.**

However, as the market price approach is at THB 1.62 – 2.42 per share, which is higher than the Offer Price at THB 0.32 – 1.12 per share, therefore, the shareholders should reject the offer of the Tender Offeror as reasons mentioned above.

The trading price can be considered as follows.

NBC's trading price during the period that the Tender Offeror submitted Announcement of Intention to Make a Tender Offer (Form 247-3)

Date	Closed price (THB/share)	Trading volume (shares)	Trading value (THB '000)
26/05/2022	2.58	15,485,382	40,068.66
27/05/2022	2.54	16,017,003	41,599.33
30/05/2022	2.48	6,268,201	15,701.39
31/05/2022	2.60	8,964,611	22,930.27
01/06/2022	2.56	4,798,812	12,377.22
02/06/2022	2.50	5,611,005	13,900.51
06/06/2022	2.48	2,651,308	6,561.04
07/06/2022	2.52	5,716,541	14,477.44
08/06/2022	2.54	3,007,706	7,592.47
09/06/2022	2.56	5,873,613	15,048.30
10/06/2022	2.56	2,605,600	6,574.29
Average		6,999,980	17,894

NBC's trading price from May 26, 2022 (1 day after the date of Tender Offer) until June 10, 2022, ranging between THB 2.48 – 2.60 per share, the trading price is higher than the Offer Price 90.77 – 100.00 percent. However, the shown share purchasing demand might not be able to absorb all selling share demand, if the NBC shareholders would like to sell their shares through Stock Market Exchange system.

3.2 Other Factors for Considerations

3.2.1 Plan for share disposition of the Tender Offeror

As specified in the Tender Offer (Form 247-4), within 12 months from the end of the subscription period, the Tender Offeror has no significant plan to divest or transfer NBC shares, receiving from the Tender Offer transaction, to any other persons, and they have no plan to acquire or divest NBC shares. Alternatively states as there is no plan of short-term investment of NBC shares.

However, the Tender Offeror may sell or transfer shares, acquired during before and after the Tender Offer to other persons in the following cases:

1. Transfer of shares to person under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) or concert party or related persons and juristic persons, which are wives and children who are under the age of majority, to suit in organizing the internal shareholding structure of the Tender Offeror.
2. Distribution to business partners or other investors interested in the Company
3. The Tender Offeror has to act for NBC in order to qualify the minority share distribution criteria

for maintaining listed status or the Tender Offeror has a duty to comply with the relevant laws and regulations that apply at that time.

However, if the above shares are sold. The Tender Offeror, person under Section 258 and person acting in concert shall hold at least 50 percent of the issued and offered shares and voting rights of the Company without affecting the control of the business.

IFA views the Tender Offeror may sell shares to business partners or other investors, if it can be sold at a price higher than the Tender offeror's cost (1.30 THB per share). The selling price which is higher or lower may affect the market price of the NBC shares at that time. However, as stipulated the Tender Offeror shall hold at least 50 percent, therefore, the control of the business will remain to the Tender Offeror.

In this regard, If the Tender Offeror receives shares from this Tender Offer more than 85 percent of the paid-up capital of the Company, the Tender Offeror may need to sell some shares in order to maintain listed status on the stock exchange. According to the shareholding distribution rules by minority shareholders, the company must have at least 150 minor shareholders and not less than 15 percent of the paid-up capital of the Company, which is in accordance with the registration qualifications and regulations of the Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities, B.E.2015. However, IFA has expected that such event will not likely to occur because the Tender Offer price of 1.30 THB is significantly below the NBC market share price.

3.2.2 Liquidity of securities and distribution of shares of minority shareholders after the tender offer

Considering the trading period of NBC shares dating back to 180 working days prior to the date the Tender Offer was submitted (during August 26, 2021 – May 25, 2022), NBC shares have an average daily volume of 21,492,540 shares per day, representing approximately 1.91 percent of the total NBC shares (additional details as shown in Section 2.3), which is considered relatively low liquidity, and if retail shareholders accept to the tender offer, the liquidity of the stock trading may be reduced further and will affect the compliance with the rules of shareholding distribution by minority shareholders as mentioned earlier.

3.2.3 Risk from gathering votes for auditing and balancing power

The list of the top shareholders as of the latest shareholders book closing date as of March 22, 2022 were updated with changes to the major shareholder structure occurring on May 25, 2022 as follows:

No.	Shareholder	Number of Shares (as of March 22, 2022)	Shares Transferring Transaction on May 25, 2022	Number of Shares after Transaction	%
1	Nation Broadcasting Corporation Public Company Limited	803,361,455	-691,032,167	112,329,288	9.99%
2	Tender Offeror				
	2.1 Mr. Nattapong Seetavorarat		70,000,000	70,000,000	6.23%
	2.2 Mr. Boon-ae Chitthanom		151,032,167	151,032,167	13.43%
	2.3 Mrs. Nancy Chalermkarnchana		70,000,000	70,000,000	6.23%
	2.4 Mr. Itchasin Suwonnawong		20,000,000	20,000,000	1.78%
	2.5 Ms. Naruporn Arunpraphan		5,000,000	5,000,000	0.44%
	2.6 Mr. Komsahasnob Nuttayakul		75,000,000	75,000,000	6.67%
	2.7 Mrs. Kanitta Sahak Alekyan		150,000,000	150,000,000	13.34%
	2.8 Mrs. Prachitra Voranavin		150,000,000	150,000,000	13.34%
	Total (2.1 - 2.8)		691,032,167	691,032,167	61.46%
3	Thai NVDR Company Limited	43,416,698		43,416,698	3.86%
4	Mr. Sombat Panichcheewa	27,301,800		27,301,800	2.43%
5	Miss Kanjanarath Wongphan	22,088,500		22,088,500	1.96%
6	Green Siam Co., Ltd.	15,000,000		15,000,000	1.33%
7	Mr. Pakorn Mongkoltada	13,532,056		13,532,056	1.20%
8	Miss Kanyatip Ittidejrat	8,593,900		8,593,900	0.76%
9	Mr. Sittiban Boonsai	6,600,000		6,600,000	0.59%
10	Mr. Phasuphong Leenutaphong	5,710,000		5,710,000	0.51%
11	Mr. Printhorn Apithanasriwong	5,000,000		5,000,000	0.44%
12	Others	173,812,891		173,812,891	15.46%
	Grand Total	1,124,417,300	0	1,124,417,300	100.00%

The Tender Offeror is holding NBC shares in 61.46 percent of the total number of paid-up shares and voting rights. Holding more than 50 percent, the Tender offeror can determine or change the policy and management plan by controlling the vote of the Board of Directors' meeting and the shareholders' meeting of the Company, such as the appointment of directors, or other general matters which rely on the shareholders' meeting resolution requiring more than half of the vote. If after Tender Offer, the Tender offeror holds more than 75.00 percent or more than three-quarters of the company's voting rights, the Tender Offeror will have

complete control over the business. Both the proposed agenda and the voting of the important matters requiring a majority of at least three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, such as capital reduction, capital increase, merger and acquisition, selling and transfer of significant assets and connected transactions.

3.2.4 Source of fund of the Tender Offeror

According to the Tender Offer form (Form 247-4) and the remaining share to be tendered as mention earlier, the Tender Offeror has to provide source of funds for this tender offer for 417.37 million THB. The Tender Offer has source of fund from personal cash in bank deposit and financial support letter regarding making a tender offer (as shown earlier). The Tender Offer Preparer (Asia Wealth Securities Company Limited) considered the above funding certificate and views that the Tender Offeror has sufficient funds for this Tender Offer.

IFA considers the Tender Offeror has sufficient source of fund for the Tender Offer of all remaining shares. In this regard, the Tender Offeror has prepared a confirming letter that the balance in the deposit account will be secured and be used to purchase NBC shares until the Tender Offer process is completed. Furthermore, should the Tender Offeror withdrawn the funding, the Tender Offeror shall use the deposit as the payment and if the funding from the deposit is not sufficient, the Tender Offeror has other securities sufficient to be sold and repay any withdrawn funding owed to Trinity Watthana Public Company Limited in order to have fund sufficient for Tender Offer process.

The Tender Offer stated that in case there are shareholders to offer selling the share to the Tender Offeror, Mr. Boon-Aue Chitthanom will purchase all the offering shares. But, Mr. Boon-Aue Chitthanom does not provide the source of fund, however, the Tender Offeror already provided the sufficient fund for this Tender Offering.

4. Benefits or impacts of the plan and policy as specified by the Tender Offeror, including the feasibility of the plan and policy

IFA considers the business plan and policy specified by the Tender Offer (Form 247-4), the interview with the Tender Offeror, the interview with executives of NBC and subsidiaries about the benefits or impact of the Tender Offeror's plans and policies as follows:

4.1 Benefits of NBC from the Tender Offeror becoming as a group of new major shareholder

After the Tender Offeror became a major shareholder, The Tender Offeror intends to expand business related and ongoing with the current business of NBC and its subsidiaries, including Happy Products and Service Company Limited ("HPS"), such as investing in the development of dietary supplement products and/or investing to increase selling channels and/or investing in travel and transportation business in order to generate more revenue, reduce costs and/or improve the Company to have the products and technology enabling customers satisfaction and needs, as well as to improve competitiveness for better operational results.

In addition, the Tender offeror indicates that the Company's remaining cash flow will be invested in a higher return than a deposit in a bank, such as investing in securities with higher returns at appropriate risk.

Opinion of Independent Financial Advisor

From the interview with the Tender Offeror and executives of NBC and subsidiaries, they have mentioned about the e-commerce or on-line trading business plan of HPS as following;

1. Investment in the development of dietary supplement products

In the present, HPS is doing the supplement products for sale such as tablet capsule containing multi vitamin and mineral from fruits and vegetables and calcium gain supplement product which mainly focuses on trading business. The business expansion plan will concentrate on enhancing of variety of supplement products. Moreover, if some of products can generate and maintain higher revenue, HPS might consider to expand the investment boundary further from trading business or appointing third party OEM to ownership investment.

2. Increase selling channels

In current, HPS has main selling channel on website of HPS and TV shopping program. HPS has plan to expand sale channel covering for another channel such as mobile application. This will help facilitate customer for products ordering.

3. Investing in travel and transportation business

The Tender Offeror has an idea to invest for car delivery business which will support for HPS business and reduce delivery cost of HPS.

The IFA has an opinion that expanding services of relating e-commerce business of HPS as mentioned above is appropriate. This complies with the Tender Offeror that aims NBC to mainly grow with e-commerce

business in an early stage. The development of dietary supplement products will add variety of product group of HPS. Whereas investing to increase distribution channels is deemed as further expansion action from the existing business which will directly generate revenue from products sale. Finally, investing in travel and transport business will help reduce relying on delivering company and delivery expense.

However, for investment in the stock exchange or debenture, IFA has an opinion that such an investment is a riskier investment than a deposit in a bank, NBC should establish an investment committee with expertise to determine the policy or details of the investment. Each investment must be closely monitored in order to control the risk to the accepted level in accordance with the investment policy approved by the shareholders' meeting or the Board of Directors. Additionally, NBC may also need to approve additional business objectives of NBC from the Board of Directors or the shareholders' meeting.

4.2 Status of the Company

After the Tender Offer, the Tender Offeror does not wish to delist the Company from the Market Alternative Investment (mai) within the next 12 months, except in the event that NBC fails to qualify as a listed company and mai has ordered the delisting of shares.

Opinion of Independent Financial Advisor

IFA has the opinion that within 12 months from the end of the Tender period, NBC will continue to be listed on the mai stock exchange, so NBC and its shareholders are not affected by the change in status of listed companies.

However, if the Tender Offeror intends to delist the securities from mai stock exchange, the Tender Offeror shall seek approval from the NBC shareholders' meeting with the approval of not less than three-fourths of the total number of paid-up shares and no veto for more than 10 percent of paid-up shares. Additionally, the Tender Offer is required to allow shareholders to sell their own shares.

4.3 Business plan and policy

4.3.1 Business objective

As stipulated in Form 247-4, during the 12 months period from the end of the tender offer, the Tender Offeror wishes to expand the business related and continue with the current business as mentioned above with the reasons to gain for higher revenue, to reduce expense and also to enhance product technology in order to serve customer need and increasing in business competitiveness and resulting to the Company performance. In addition, the Tender Offeror has indicated that the remaining cash flow will be invested in the securities on SET for higher returns than deposits.

Opinion of Independent Financial Advisor

Within 12 months from the end of the tender period, the Tender Offeror has a policy to extend the

business from the existing business. Therefore, such policy of the Tender Offeror is feasible.

For investment policy on the stock exchange, the IFA has the opinion that NBC should set up an investment committee to closely supervise the investment and set investment policies appropriate to the acceptable risk level as mentioned above.

4.3.2 Business expansion

As specified in the Tender Offer (Form 247-4), within 12 months from the end of the tender period, the Tender Offeror has an investment plan to extend the product variety, investing in travel and transportation business and developing business to be updated with new technology and innovation in order for customers to comfortably reach the Company products.

Opinion of Independent Financial Advisor

IFA has an opinion that if the investment is made, it will be a further investment that is related to e-commerce business, which IFA views that it is appropriate. In an early stage, if there will be an investment, this is expected that it will be a small investment such as investment in working capital for products trading business. However, for investing in travel and transportation business, if NBC executives have deemed appropriated and worth investing, this might be a huge investment. In order to serve such investment, NBC has to act according to rules and regulations of assets acquisition of SET and SEC.

For investment in the stock exchange, the Tender Offeror has mainly focused on an investment for profit, capital gain, or dividend and does not intend to manage in the invested securities at all.

4.3.3 Acquisition and disposition of core asset plan

Acquisition of asset

The Tender Offeror does not have a plan for the Company to acquire material assets that are inconsistent with the earlier mentioned investment plans. If the acquisition plan has triggered the governed conditions regulated by SET and SEC, NBC will act complying with governed laws, regulations and announcements for the utmost benefit of the Company.

Disposition of asset

The Tender Offeror may consider disposing of non-generating revenue assets which is NN investment. Moreover, the Tender Offeror will consider the operating performance and the appropriateness of business policy for the best benefit of NBC. If there is the divestment of assets as mention above, the Tender Offeror has expected that it will not significantly impact to NBC performance for both of revenue and expenses. In this regard, the Tender Offeror will ensure that entering into the disposition of assets transaction will comply with applicable laws, regulations, notifications, orders or requirements.

Opinion of Independent Financial Advisor

Acquisition of asset

To acquire of additional assets will comply with the expansion business plan as stated in 247-4 form. IFA opined that it is the plan to acquire assets for further expansion from existing business resulting to enhance more revenue and profit of NBC. In this regard, the Tender Offeror shall proceed to comply with the law, regulations, announcements, orders or relevant regulations of SET and SEC which is sought for approval from Board of Directors and shareholders meeting of the Company.

For investment in the stock exchange or debenture, it is considered merely an investment for capital gain, dividend and interest revenue. This is not expected to have control or manage in the invested business.

Disposition of asset

IFA opined if NN has negative performance in the future, the disposition of NN shares might be appropriate because the business characteristic of NN has focused on advertising business through on-line channel which is not consistent with the business plan of the Tender Offeror, aiming to do e-commerce via on-line network in early stage.

4.3.4 Dividend policy

The Tender Offeror has no policy to change the dividend payment and wish to maintain the dividend payment policy to shareholders at the rate of not less than 40 percent of net profit after tax and deduction of all reserve as prescribed in the Company's Articles of Association and by law. However, the dividend payment will depend on the investment plan and expansion of NBC's business as well as other necessities and appropriateness in the future. However, the consideration of the dividend payment on profit arising from the disposal of investments or fixed assets incurred in NBC or in a subsidiary is at the discretion of the management and the Board of Directors.

In addition, the Notification of the Resolution of the 2022 Annual General Meeting of Shareholders of NBC has a resolution of the omission of the dividend payment from the operating results for the year 2021; therefore, the Company has not paid any dividends.

Opinion of Independent Financial Advisor

IFA has opinion that the Tender Offeror will not change the dividend payment policy. According to the investment plan, it does not require high investment capital. According to the excess cash from the asset divestment transaction of NNV shares, the consideration of dividend payment from the disposal of assets is subject to the discretion of the executives and the Board of Directors as to whether or not the dividend will be paid. It will be considered from the Company's investment and business expansion plans including the necessity

and other appropriateness in the future. The dividend payment of the subsidiary company shall adhere to and comply with the same policy as the Company.

Opinion of Independent Financial Advisor

IFA has opinion that the Tender Offeror will not change the dividend payment policy. According to the investment plan, it does not require high investment capital. However, in case there is a project that requires additional investment while available cash flow is insufficient, the Tender Offeror should first consider loan as the funding source. However, it is possible that the Tender Offeror may change the dividend policy or refrain from paying dividends in order to allocate the fund to the investment instead. However, if the dividend payment policy is changed, it must be approved by the Board of Directors' meeting.

Furthermore, from interviewing with the Tender Offeror about the excess cash from NNV shares divestment, the Tender Offeror has not expressed their intention to pay dividend from such excess cash. The Tender Offeror has stated further that this has to be well considered about the investment plan in the future.

4.3.5 Organization and employee organization

The Board of Directors of the Company will be changed as following;

1. Reducing size of Board of Directors members from 13 to 9 members
2. The existing director members of 12 will propose resigning.

Currently, there are some members of Board of Directors resigned from the committee and some are in the resignation process in order to reduce Board of Directors size from 10 members to 9 members. In the present, NBC has appointed new members of Board of Directors totaling for 8 members to be replaced. The new appointed members will have the tenure in position equaling to the remaining tenure of the resigned members.

as can be concluded regarding to the change and after the Tender Offer process as followings;

Director Member (before Tender Offer)	Position	Director Member (after Tender Offer)	Position
1. Mr.Shine Bunnag	Chairman of the Board of Directors / Chairman of the Executive Committee	1. Asst. Prof. Dr. Samart Deebhijarn	Director, Chairman of the Board of Directors
2. Mr.Supawat Sanguangam	Managing Director / Director	None	
3. Miss Aura-Orn Akrasanee	Director	None	

Director Member (before Tender Offer)	Position	Director Member (after Tender Offer)	Position
4. Mr.Jessada Buranapansri	Director	2. Mr. Tinnakorn Punpanichgul	Director, Assistant to Chief Executive Officer, Member of the Nomination and Remuneration Committee and Executive Director
5. Mr.Somboon Muangklam	Director	3. Miss Pornthip Trongkingtorn	Director, Chief Executive Officer and Executive Director
6. Miss Piyada Punnakitikasem	Director	4. Mr. Atthayut Vutthithumree	Director and Executive Director
7. Mrs. Warangkana Kalyanapradit	Director	5. Mrs. Warangkana Kalyanapradit (existing member)	Director and Executive Director
8. General Watanachai Chaimuanwong	Director	6. Mr. Sorakrai Srisajjarak	Independent Director and Member of the Audit Committee
9. Mr.Sutee Phongpaiboon	Independent Director, Chairman of the Board of Audit Committee	7. Mr.Sutee Phongpaiboon (existing member)	Independent Director and Chairman of the Audit Committee, Chairman of the Nomination and Remuneration Committee.
10. Miss Narissara	Independent Director, Audit Committee	8. Miss Punpimol Komolpis	Independent Director and Member of the Audit Committee and Member of the Nomination and Remuneration Committee
11. Mr.Chaiwat Atsawintarangkun	Independent Director, Audit Committee	None	
12. Mr.Chalie Dithaluksana	Independent Director, Audit Committee	9. Assoc. Prof. Dr. Thira Jearsiripongkul	Independent Director
13. Mr.Stanley Chun Wang	Independent Director, Audit Committee	10.Mr.Somkid Likitparinya	Director and Member of the Nomination and Remuneration Committee and Executive Director

In addition, the Tender Offeror may change the directors of the company as appropriate. During the 12 months from the end of the Tender Offer period, such as in the event of resignation or maturity by the term, or the appointment of additional directors, taking into account factors for the benefit of the business, such as operation plans, strategic plans, competitiveness, and future growth.

Re-organization Plan

The Tender Offeror has no plan to significantly change the organization of NBC within 12 months after the Tender Offer period excepting for recruiting for new staffs to serve for client orders. Moreover, the organization might be changed to comply with management structure, business plan or investment expansion including acquisition and divestment of assets as mentioned before.

In addition, there may be plans to consider additional adjustments or reductions of executives and/or appoint personnel with knowledge, expertise and experience into the appropriate positions or departments to enhance the efficiency of the business in the future. If there is any change, the Tender Offeror will proceed the appropriate action.

Opinion of Independent Financial Advisor

The current change in the Board of Directors structure is subject to changes in shareholding structure after the tender offer, which is normal matter. The structure of the Board of Directors as shown also has sufficient portion of audit committee structure to balance the power and monitor the management. The re-organization plan is mentioned to recruit for more employees in case of additional order from clients, the business expansion plan and assets divestment. Overall, it is a policy that takes into account the direct interests of NBC and its shareholders, so it is appropriate.

4.3.6 Financial Structure

The Tender Offeror does not wish to significantly change the financial structure of the business within 12 months from the end of the tender period. However, as considering from the business expansion plan as previously mentioned, NBC might need additional investment for investing in cooperative and expertise allied business which results NBC to seek for fund raising through methods as below;

1. Incurring more debts under appropriate financial structure of the Company impacting for higher financial cost of NBC
2. Issuance for newly issued shares to the existing shareholders of the Business proportionate to their shareholding percentage (Right Offering) with consideration on capital requirement or issue the newly shares by the way of private placement (Private Placement) for potential business partner, who presents interest and has investment capability and that the Business considers having

expertise and business capacity in developing long-term growth to the Business; however, such offerings may have dilution effect of the shareholders from the new capital increase.

Entering into such transaction has to be wisely considered in angle of appropriateness and reasonableness. The Tender Offeror will act according to rules, laws, regulations and governed terms and conditions in order to suit utmost benefit of the Company and shareholders.

Opinion of Independent Financial Advisor

IFA expects that within 12 months from the end of the tender period, the Tender Offeror will not significantly change the financial structure of the Company due to capital increase or loan borrowing transaction. Moreover, NBC still has excess cash amount from the divestment of assets transaction.

However, if the Company has to enter into huge investment transaction which requires significant capital increase or loan borrowing, the financial structure might be changing. And, borrowing will incur interest expense whereas Right Offering issuance will be burden of shareholders to input for capital fund, and Private Placement raising fund will create dilution effect to existing shareholders.

As statement of the Tender Offeror, the new financial structure has to create the most benefit to NBC and shareholders.

4.4 Connected transaction

At present, NBC and the Tender Offeror or person under Section 258 of the Tender Offeror have no related transactions. However, within 12 months after the end of the subscription period, the Tender Offer Preparer stated that there may be connected transactions between the Tender Offeror and NBC subject to consideration of the business of NBC and of the Tender Offeror.

if there is an inter-party transaction between the Tender Offeror or the person under Section 258 of the tender offeree and NBC or its subsidiaries, the Tender Offeror will proceed in accordance with the laws and/or regulations of the SEC and the SET and/or the regulations of the relevant authorities and considers the necessity and reasonableness of the transaction. In addition, the determination of the conditions shall be in accordance with the usual trading conditions and/or market prices, which can be referenced or compared to the prices made with third parties to ensure that the inter-party transactions are as per the same conditions as those made with third parties (Arm's Length Transaction) to eliminate potential conflicts of interest.

Opinion of Independent Financial Advisor

IFA has an opinion that if there are any inter-company transactions in the future, such transactions must be approved by the Board of Directors or shareholders, depending on the size of the transaction, and must be



considered by the Audit Committee, which is selected by the shareholders and having the knowledge to perform the duties as assigned by the shareholders.

In addition, such transactions must comply with the policies and procedures, including the procedure for approving transactions in accordance with the regulations of the SET and the SEC to prevent conflicts of interest.

5 Summary of Opinion of Independent Financial Advisor

IFA assesses the valuation of NBC shares based on a variety of approaches: book value approach, adjusted book value, market price approach, market comparable approach and sum of the parts approach. IFA views that the appropriate approach for NBC share valuation is discounted free cash flow resulting in THB 0.68 – 0.77 as summarize in following the table:

Valuation Approach	Valuation (THB/share)	Valuation is higher/(lower) than the Offer Price* (THB)	Valuation is higher/(lower) than the Offer Price* (%)
1) Book value approach	0.48	(0.82)	(63.08)
2) Adjusted book value approach	0.56	(0.74)	(56.92)
3) Market price approach	1.62 – 2.42	0.32 – 1.12	24.62 – 86.15
4) Market comparable approach			
- P/BV ratio approach	2.99 – 3.34	1.69 – 2.04	130.00 – 156.92
- P/E ratio approach	N/A	N/A	N/A
5) Sum of the parts approach	0.68 – 0.77	(0.53) – (0.62)	(40.77) – (47.69)

*The Offer Price is THB 1.30 per share.

Based on consideration factors mentioned above, IFA has the opinion that shareholders **should reject** the Tender Offer. Although, the Offer Price is appropriate, at THB 1.30 per share is higher than the share price derived by sum of the parts approach, with reason supporting that the Offer price is lower than NBC market price on the Stock Exchange. The NBC market price during the period between May 26 – June 10, 2022, is trading at THB 2.48 – 2.60 per share with average daily trading value of THB 17.89 million and average daily trading volume of 7 million shares.

IFA has an opinion that the plan or policy of doing business to be implemented after the tender offer is highly feasible as it is an extension of NBC's existing business, which is to increase product variety and selling channels to gain more revenue and profit, whereas investment in logistics and transportation business will help reduce delivery cost. The changes in the structure of directors or employees are to align with the new shareholding structure, investment plan and assets divestment of some business in the future and to mainly suit with NBC benefit. For acquisition of asset plan, if there will be the transaction, it will be proposed for further expansion of related business of HPS existing business. For the disposition of NN shares in case of unperforming NN, this will be acted to consistent with the business plan of NBC in the future that will focus on e-commerce. IFA has opined that the acquisition or disposition of assets of the Tender Offeror is aligned with the benefit of NBC, so this is deemed appropriate.

For financial structure, the Tender Offeror has no policy to significantly change financial structure of the Company. However, if there are any investment transactions, the Tender Offeror will consider to seek for capital from borrowing and capital increase. Such raising fund methods will impact to increase of NBC interest expense and to NBC shareholders in the angle of additional funding input and Dilution Effect. At present, the Tender Offeror has no connected transactions with NBC. However, if there may be the related transaction arising in the future, the Tender Offeror will consider entering into a transaction with the condition of arm's length basis, as well as complying with the relevant criteria of the SET and the SEC.

IFA hereby certifies that the opinion has been provided with prudence in accordance with professional standards on the interests of the shareholders' benefits. However, in considering accepting or rejecting the Tender Offer, Shareholders can consider the reasons and opinions on the issues presented in this report. The decision to accept or reject is therefore at the discretion of the shareholders. In addition, this IFA report does not direct the NBC's trading price in any way, nor does it suggest the direction of the purchase or sale of shares on the stock market of exchange. This report is only prepared under the scope of the IFA's opinion report on the Tender Offer.

Yours sincerely

Advance Capital Services Company Limited

Navaporn Kiathkajornvong

(Mr. Navaporn Kiathkhajornvong)

Supervisor of

Financial Advisory Service

Yupadee Ratanasrisompoth

(Miss Yupadee Ratanasrisompoth)

Managing Director



Nation Broadcasting Corporation Plc.

1854 Debaratana Rd, Bangna-Tai Sub-District, Bangkok 10260

Tel.: 0-2338-3645 Fax : 0-2338-3973