



Nation International Edutainment Public Co., Ltd.

บริษัท เนชั่น อินเตอร์เนชั่นแนล เอ็ดดูเทนเมนท์ จำกัด (มหาชน)

เลขที่ 333 อาคารเล่าปึงจ้วน 1 ชั้น 24 ซอยเวฬุวง ถนนวิภาวดีรังสิต แขวงจอบพล เขตจตุจักร กรุงเทพฯ 10900

333 Lao Peng Nguan 1 Tower, 24 Floor, Soi Choeiphuang, Vibhavadi-Rangsit Road, Chatuchak, BKK 10900

Tel. 02-091-5900 Fax 02-091-5928

www.nine.co.th

January 8, 2019

Re: Notification on Receipt of the Amendment to the Tender Offer for the Securities of
Nation International Edutainment Public Company Limited (Form 247-4) No. 2

To: President
The Stock Exchange of Thailand

Enclosure Copy of the Amendment to the Tender Offer for the Securities of Nation International
Edutainment Public Company Limited (Form 247-4) No.2

Nation International Edutainment Public Company Limited (the "Company") would like to inform that the Company has received a copy of the Amendment to the Tender Offer for the securities of Nation International Edutainment Public Company Limited (Form 247-4) No.2 from Silom Road Limited. And Mr. Viroj Tangjetanaporn, as the Offeror, on January 8, 2019 as per attachment

Please be informed accordingly,

Sincerely yours,

Mr. Pana Janviroj
Chief Executive Officer

-Translation-

January 8, 2019

Subject: Amendment to the Tender Offer for the Securities of Nation International Edutainment Public Company Limited No. 2

To: Secretary-General, The Office of The Securities and Exchange Commission (the "SEC")
President, The Stock Exchange of Thailand (the "SET")
Board of Directors of Nation International Edutainment Public Company Limited
Securities holders of Nation International Edutainment Public Company Limited

Enclosure: Tender Offer for the securities of Nation International Edutainment Public Company Limited (Form 247-4) dated December 12, 2018 and Amendment to the Tender Offer for the Securities of Nation International Edutainment Public Company Limited No.1, dated December 26, 2018

As Silom Road Limited and Mr. Viroj Tangjetanaporn (Collectively, the "Offerors") have submitted the Tender Offer for the Securities of Nation International Edutainment Public Company Limited (the "Company") to the Office of Securities and Exchange Commission, The Stock Exchange of Thailand, the Business, the Board of Directors and Securities Holders of the Business on December 12, 2018 and Amendment to the Tender Offer for the Securities of Nation International Edutainment Public Company Limited No.1, dated December 26, 2018 with I V Global Securities Public Company Limited as the Tender Offer Preparer ("Tender Offer Preparer").

Silom Road Limited. and Mr. Viroj Tangjetanaporn as the Offerors would like to submit the Amendment to the Tender Offer for the Securities of the Company No. 2 as attached herewith.

-Translation-

Silom Road Limited as the Offerors would like to submit the Amendment to the Tender Offer for the Securities of the Company No.2 as attached herewith.

Sincerely yours,
Silom Road Limited.

-Signed-

.....

(Mr. Pit Tat Peh)
Authorized Director
The Offerors

-Translation-

Mr. Viroj Tangjetanaporn as the Offerors would like to submit the Amendment to the Tender Offer for the Securities of the Company No.2 as attached herewith.

Yours Sincerely,

Mr. Viroj Tangjetanaporn

-Signed-

.....

(Mr.Viroj Tangjetanaporn)

The Offerors

-Translation-

I V Global Securities Public Company Limited as the Tender Offer Preparer would like to submit the Amendment to the Tender Offer for the Securities of the Company No.2 as attached herewith.

Yours Sincerely,

I V Global Securities Public Company Limited

-Signed-

.....

(Mrs. Sriporn Sudthipongse)

President and CEO

Tender Offer Preparer

-Translation-

“This English language translation of the Amendment to the Tender Offer has been prepared solely for the convenience of the foreign shareholders of Nation International Edutainment Public Company Limited and should not be relied upon as the definitive and official document of the Offerors.

The Thai language version of the Tender Offer is the definitive and official document of the Offerors and shall prevail in all respects in the event of any inconsistency with this English translation.”

Amendment to the Tender Offer for the Securities of Nation International Edutainment Public Company Limited No.2

Note: Additional information (revision) is underlined in red color and the deleted information is ~~strikethrough~~

1. Part 1: Section 5 Type and class of the Securities under the Tender Offer

Original

As at the Tender Offer Submission Date, the Company has only one class of securities, namely ordinary shares. The Company has a total of 365,549,286 issued and paid-up shares, with a par value of THB 1.00. The Offerors hold 195,500,000 ordinary shares, representing 53.48 percent of the total issued and paid-up shares of the Company and 53.48 percent of the total voting rights of the Company.

Therefore, the Offerors shall make a tender offer for all remaining 170,049,286 ordinary shares of the Company, representing 46.52 percent of the total issued and paid-up shares of the Company and 46.52 percent of the total voting rights of the Company.

Table 1-1: Summary of shareholdings of the Offerors in the Company as at the Tender Offer Submission date

Shareholders	No. of shares (Shares)	Percent of	
		Total paid-up shares of the Company	Total voting rights of the Company
The Offerors			
1. Silom Road Limited	175,950,000	48.13	48.13
2. Mr. Viroj Tangjetanaporn	19,550,000	5.35	5.35
Total Shares by the Offerors	195,500,000	53.48	53.48
Other Shareholders	170,049,286	46.52	46.52
Total Shares of the Company	365,549,286	100.00	100.00

SRL and Mr. Viroj will jointly make a Tender Offer, in which the Offerors will allocate the tendered shares as follows:

- SRL will acquire additional ordinary shares of the Company in the amount not exceeding 3,169,150 shares, representing 0.87 percent of the total issued and paid-up shares of the Company and 0.87 percent of the total voting rights of the Company. SRL is a foreign entity and has to comply with the Articles of Association of the Company, which currently allow all foreign shareholders to hold no more than 49 percent of the total issued shares of the Company. Prior to the Tender Offer, SRL holds a total of 175,950,000 ordinary shares of the Company, representing 48.13 percent of total issued and paid-up shares of the Company and 48.13 percent of total voting rights of the Company

- Mr. Viroj will acquire the remaining tendered shares of the Company, which are the remainder after SRL has reached its purchase limit.

In this regard, all of the ordinary shares held by shareholders who has intention to sell shares and have follow all the Tender Offer Acceptance Procedures will be purchased by the Offerors, which can either be SRL or Mr. Viroj. SRL and Mr. Viroj have the right to allocate the tendered shares among the Offerors at any portion which shall not conflict the aforementioned proportion and the acquisition of additional shares shall not breach in the restriction on the Company's foreign shareholding as specified in the Articles of Association, which currently allow all foreign shareholders to hold no more than 49 percent of the total issued shares of the Company.

Revision

As at the Tender Offer Submission Date, the Company has only one class of securities, namely ordinary shares. The Company has a total of 365,549,286 issued and paid-up shares, with a par value of THB 1.00. The Offerors hold 195,500,000 ordinary shares, representing 53.48 percent of the total issued and paid-up shares of the Company and 53.48 percent of the total voting rights of the Company.

Therefore, the Offerors shall make a tender offer for all remaining 170,049,286 ordinary shares of the Company, representing 46.52 percent of the total issued and paid-up shares of the Company and 46.52 percent of the total voting rights of the Company.

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The Offerors			
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2. Mr. Viroj Tangjetanaporn	19,550,000	5.35	5.35
Total Shares by the Offerors	195,500,000	53.48	53.48
Other Shareholders	170,049,286	46.52	46.52
Total Shares of the Company	365,549,286^{1/}	100.00	100.00

Remarks: With reference to the Extraordinary General Meeting of Shareholders No. 1/2561 of the Company held on 30 October 2018, which resolved to approve the allocation of newly-issued ordinary shares under the Specific Objective basis to offer to specific investors on a private placement basis, namely Silom Road Limited in the amount of 175,950,000 shares, Mr. Viroj Tangjetanaporn in the amount of 19,550,000 shares, and Mrs. Tuenjai Purintaraphiban in the amount of 25,000,000 shares. In this regard, on 28 November 2018, the Company allocated newly-issued ordinary shares to SRL and Mr. Viroj in full according to the allocated amount. However, the Company was notified by Mrs. Tuenjai Purintaraphiban that she would not subscribe for newly-issued ordinary shares in the amount of 25,000,000 shares, received from the allocation. Therefore after the subscription of newly issued ordinary share to specific investors, the Company has a registered and paid-up capital of 365,549,286 shares and a registered capital of 390,549,286 shares. For the registered capital of 25,000,000 shares that are not issued according to the reasons mentioned above, the Company will reduce such registered capital by means of reduction later.

SRL and Mr. Viroj will jointly make a Tender Offer, in which the Offerors will allocate the tendered shares as follows:

- SRL will acquire additional ordinary shares of the Company in the amount not exceeding 3,169,150 shares, representing 0.87 percent of the total issued and paid-up shares of the Company and 0.87 percent of the total voting rights of the Company. SRL is a foreign entity and has to comply with the Articles of Association of the Company, which currently allow all foreign shareholders to hold no more than 49 percent of the total issued shares of

the Company. Prior to the Tender Offer, SRL holds a total of 175,950,000 ordinary shares of the Company, representing 48.13 percent of total issued and paid-up shares of the Company and 48.13 percent of total voting rights of the Company

- Mr. Viroj will acquire the remaining tendered shares of the Company, which are the remainder after SRL has reached its purchase limit.

In this regard, all of the ordinary shares held by shareholders who has intention to sell shares and have follow all the Tender Offer Acceptance Procedures will be purchased by the Offerors, which can either be SRL or Mr. Viroj. SRL and Mr. Viroj have the right to allocate the tendered shares among the Offerors at any portion which shall not conflict the aforementioned proportion and the acquisition of additional shares shall not breach in the restriction on the Company's foreign shareholding as specified in the Articles of Association, which currently allow all foreign shareholders to hold no more than 49 percent of the total issued shares of the Company.

2. Part 2: Section 4.1 of contract / agreement / memorandum of understanding entered into by the Offeror prior to the submission of the Tender Offer for the purpose of material sale and purchase of the Company's securities, regardless of whether or not such contract / agreement / memorandum of understanding is entered into for the trading of securities in the Tender Offer

Original

- (1) Share Subscription Agreement for the ordinary shares of Nation International Edutainment Public Company Limited ("**Share Subscription Agreement**")

(1-A) Parties

Subscribers: Silom Road Limited. ("**SRL**") and
Mr. Viroj Tangjetanaporn ("**Mr.Viroj**")
(collectively, the "**Investors**")

Issuer: Nation International Edutainment Public Company Limited (the "**Company**")

- (2) Execution Date of Share Subscription Agreement

November 27, 2018

- (3) Relevant Securities – specify class of securities, issue, number of securities shares/units, percentage

Table 2-17: Summary number of shares

Class of Securities	Issue	Number of securities (shares)	Percentage of total number of outstanding securities of such class / issue ^{1/}	Percentage of total voting rights of the Company ^{1/}
Ordinary share (offering to SRL)	-	175,950,000	48.13	48.13
Ordinary share (offering to Mr.Viroj)	-	19,550,000	5.35	5.35
	Total	195,500,000	53.48	53.48

Remark: 1/ As at the Tender Offer Submission Date, the Company has only one class of securities, namely ordinary shares, and the Company has a total of 365,549,286 issued and paid-up shares.

- (4) Name of Advisor preparing the Share Subscription Agreement

The Capital Law Office Limited

- (5) Conditions and effectiveness of the Share Subscription Agreement, including the obligations of the parties
- SRL agrees to subscribe for the Company's newly issued common shares and the Company agrees to issue and allot the newly issued shares in the number of 175,950,000 shares at the price of THB 1.40, totaling THB 246,330,000.
 - Mr. Viroj agrees to subscribe for the Company's newly issued common shares and the Company agrees to issue and allot the newly issued shares in the number of 19,550,000 shares at the price of THB 1.40, totaling THB 27,370,000.
 - Key conditions precedents are as follows:
 - (a) The meetings of the Board and / or the meeting of the Shareholders (as the case may be) of the Company shall have approved:
 - The amendments to the Company's articles of association in article 10 regarding foreign shareholding limit from not exceeding 35 (thirty five) percent of the Company's total issued shares to 49 (forty nine) percent of the Company's total issued shares;
 - The increase of the Company's registered capital under specific objective basis;
 - The issue and allotment of the Subscription Shares to the Investors through a private placement;
 - The entering into the connected transaction, i.e. the issuance and allotment of the Subscription Shares to the Investors;
 - The appointment of Mr. Viroj as a new director nominated by the Investors in place of Mr. Ka Ming Jacky Lam; and
 - The amendment of the authorized signatory of the Company to be Mr. Viroj to sign jointly with any one of Mr. Pana Janviroj or Mr. Voraphot Chanyakomol or Mr. Somchai Meesen with the Company's seal affixed;
 - (b) The SEC shall have approved the application for the offering of Subscription Shares to the Investors through a private placement;
 - (c) The meetings of the shareholders of Nation Global Edutainment Company Limited ("NGE") and One World Media Co., Ltd. ("OWM") shall have approved:
 - The appointment of Mr. Viroj as a new director nominated by the Investors; and
 - The amendment of the authorized signatory of the company to be Mr. Viroj and any one of other directors can jointly sign with the company's seal affixed;
 - (d) The Company shall have procured a written undertaking from NMG that it will not terminate NINE Services Agreements and NGE Services Agreement until June 30, 2019 for any reason except for material breach by NINE or NGE as the case may be;
 - (e) In the event that the Company enters into any agreement with any other party prior to the Completion Date and if such agreement contains the change in control restriction, the Company shall have obtained written consent for any relevant party;
 - (f) No event or action has occurred or been taken against the Company or its Subsidiaries which may be reasonably expected to result in the commencement of any legal action, suit or proceeding which may result in any Material Adverse Effect; and
 - Other key conditions are as follows:
 - 1. Within 6 months from the completion of the transaction of newly issued ordinary shares of the Company via private placement, the meetings of the Board of the Company shall approve:
 - The appointment of 1 new director nominated by the Investors; and

- The amendment of the authorized signatory of the Company as instructed by the Investors

As at the Tender Offer Submission Date, all above precedent conditions have been fulfilled.

Revision

- (1) Share Subscription Agreement for the ordinary shares of Nation International Edutainment Public Company Limited (“**Share Subscription Agreement**”)

(1-A) Parties

Subscribers: Silom Road Limited. (“**SRL**”) and
Mr. Viroj Tangjetanaporn (“**Mr.Viroj**”)
(collectively, the “**Investors**”)

Issuer: Nation International Edutainment Public Company Limited (the “**Company**”)

- (2) Execution Date of Share Subscription Agreement

November 27, 2018

- (3) Relevant Securities – specify class of securities, issue, number of securities shares/units, percentage

Table 2-17: Summary number of shares

Class of Securities	Issue	Number of securities (shares)	Percentage of total number of outstanding securities of such class / issue ^{1/}	Percentage of total voting rights of the Company ^{1/}
Ordinary share (offering to SRL)	-	175,950,000	48.13	48.13
Ordinary share (offering to Mr.Viroj)	-	19,550,000	5.35	5.35
	Total	195,500,000	53.48	53.48

Remark: 1/ As at the Tender Offer Submission Date, the Company has only one class of securities, namely ordinary shares, and the Company has a total of 365,549,286 issued and paid-up shares.

With reference to the Extraordinary General Meeting of Shareholders No. 1/2561 of the Company held on 30 October 2018, which resolved to approve the allocation of newly-issued ordinary shares under the Specific Objective basis to offer to specific investors on a private placement basis, namely Silom Road Limited in the amount of 175,950,000 shares, Mr. Viroj Tangjetanaporn in the amount of 19,550,000 shares, and Mrs. Tuenjai Purintaraphiban in the amount of 25,000,000 shares. In this regard, on 28 November 2018, the Company allocated newly-issued ordinary shares to SRL and Mr. Viroj in full according to the allocated amount. However, the Company was notified by Mrs. Tuenjai Purintaraphiban that she would not subscribe for newly-issued ordinary shares in the amount of 25,000,000 shares, received from the allocation. Therefore after the subscription of newly issued ordinary share to specific investors, the Company has a registered and paid-up capital of 365,549,286 shares and the registered capital of 390,549,286 shares. For the registered capital of 25,000,000 shares that are not issued according to the reasons mentioned above, the Company will reduce such registered capital by means of reduction later.

- (4) Name of Advisor preparing the Share Subscription Agreement
The Capital Law Office Limited

- (5) Conditions and effectiveness of the Share Subscription Agreement, including the obligations of the parties
- SRL agrees to subscribe for the Company's newly issued common shares and the Company agrees to issue and allot the newly issued shares in the number of 175,950,000 shares at the price of THB 1.40, totaling THB 246,330,000.
 - Mr. Viroj agrees to subscribe for the Company's newly issued common shares and the Company agrees to issue and allot the newly issued shares in the number of 19,550,000 shares at the price of THB 1.40, totaling THB 27,370,000.
 - Key conditions precedents are as follows:
 - (a) The meetings of the Board and / or the meeting of the Shareholders (as the case may be) of the Company shall have approved:
 - The amendments to the Company's articles of association in article 10 regarding foreign shareholding limit from not exceeding 35 (thirty five) percent of the Company's total issued shares to 49 (forty nine) percent of the Company's total issued shares;
 - The increase of the Company's registered capital under specific objective basis;
 - The issue and allotment of the Subscription Shares to the Investors through a private placement;
 - The entering into the connected transaction, i.e. the issuance and allotment of the Subscription Shares to the Investors;
 - The appointment of Mr. Viroj as a new director nominated by the Investors in place of Mr. Ka Ming Jacky Lam; and
 - The amendment of the authorized signatory of the Company to be Mr. Viroj to sign jointly with any one of Mr. Pana Janviroj or Mr. Voraphot Chanyakomol or Mr. Somchai Meesen with the Company's seal affixed;
 - (b) The SEC shall have approved the application for the offering of Subscription Shares to the Investors through a private placement;
 - (c) The meetings of the shareholders of Nation Global Entertainment Company Limited ("NGE") and One World Media Co., Ltd. ("**OWM**") shall have approved:
 - The appointment of Mr. Viroj as a new director nominated by the Investors; and
 - The amendment of the authorized signatory of the company to be Mr. Viroj and any one of other directors can jointly sign with the company's seal affixed;
 - (d) The Company shall have procured a written undertaking from NMG that it will not terminate NINE Services Agreements and NGE Services Agreement until June 30, 2019 for any reason except for material breach by NINE or NGE as the case may be;
 - (e) In the event that the Company enters into any agreement with any other party prior to the Completion Date and if such agreement contains the change in control restriction, the Company shall have obtained written consent for any relevant party;
 - (f) No event or action has occurred or been taken against the Company or its Subsidiaries which may be reasonably expected to result in the commencement of any legal action, suit or proceeding which may result in any Material Adverse Effect; and
 - Other key conditions are as follows:
 1. Within 6 months from the completion of the transaction of newly issued ordinary shares of the Company via private placement, the meetings of the Board of the Company shall approve:
 - The appointment of 1 new director nominated by the Investors; and

- The amendment of the authorized signatory of the Company as instructed by the Investors

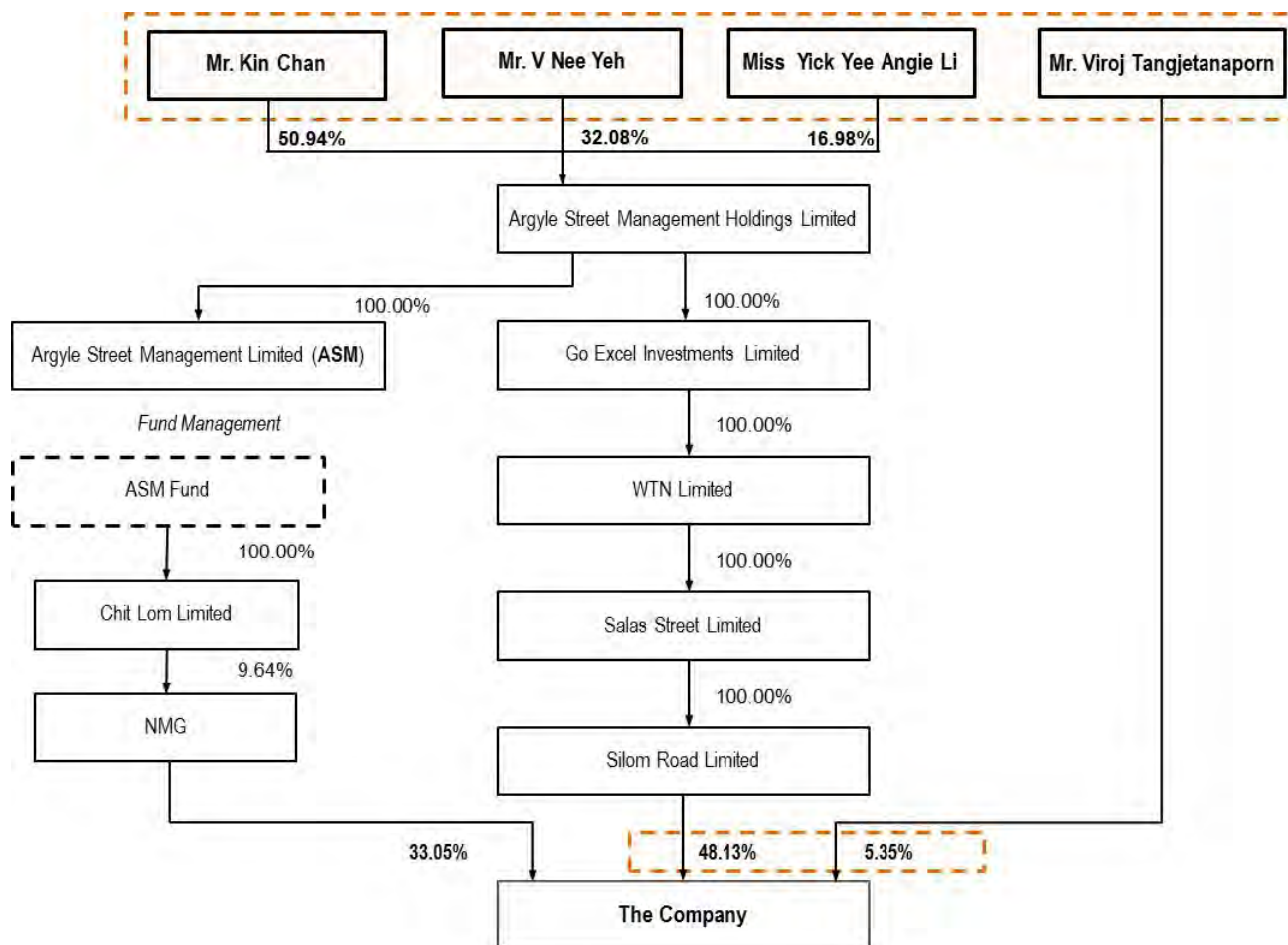
As at the Tender Offer Submission Date, all above precedent conditions have been fulfilled.

3. Part 3: Section 4.2 Shareholding, either direct or indirect, by the Offeror or authorized person of the Offeror in the Company or the Company’s major shareholders

Original

As at the Tender Offer Submission Date, the Offerors hold a total of 195,500,000 ordinary shares of the Company, representing 53.48 percent of total issued and paid-up shares of the Company and 53.48 percent of total voting rights of the Company. In which, SRL holds a total of 175,950,000 ordinary shares of the Company, representing 48.13 percent of total issued and paid-up shares of the Company and 48.13 percent of total voting rights of the Company and Mr. Viroj holds a total of 19,550,000 ordinary shares of the Company, representing 5.35 percent of total issued and paid-up shares of the Company and 5.35 percent of total voting rights of the Company.

Diagram 2-2: Structure of ASM and ASMH prior to this Tender Offer



Remark: - Dotted box refers to the parties “Acting in Concert” in this Transaction

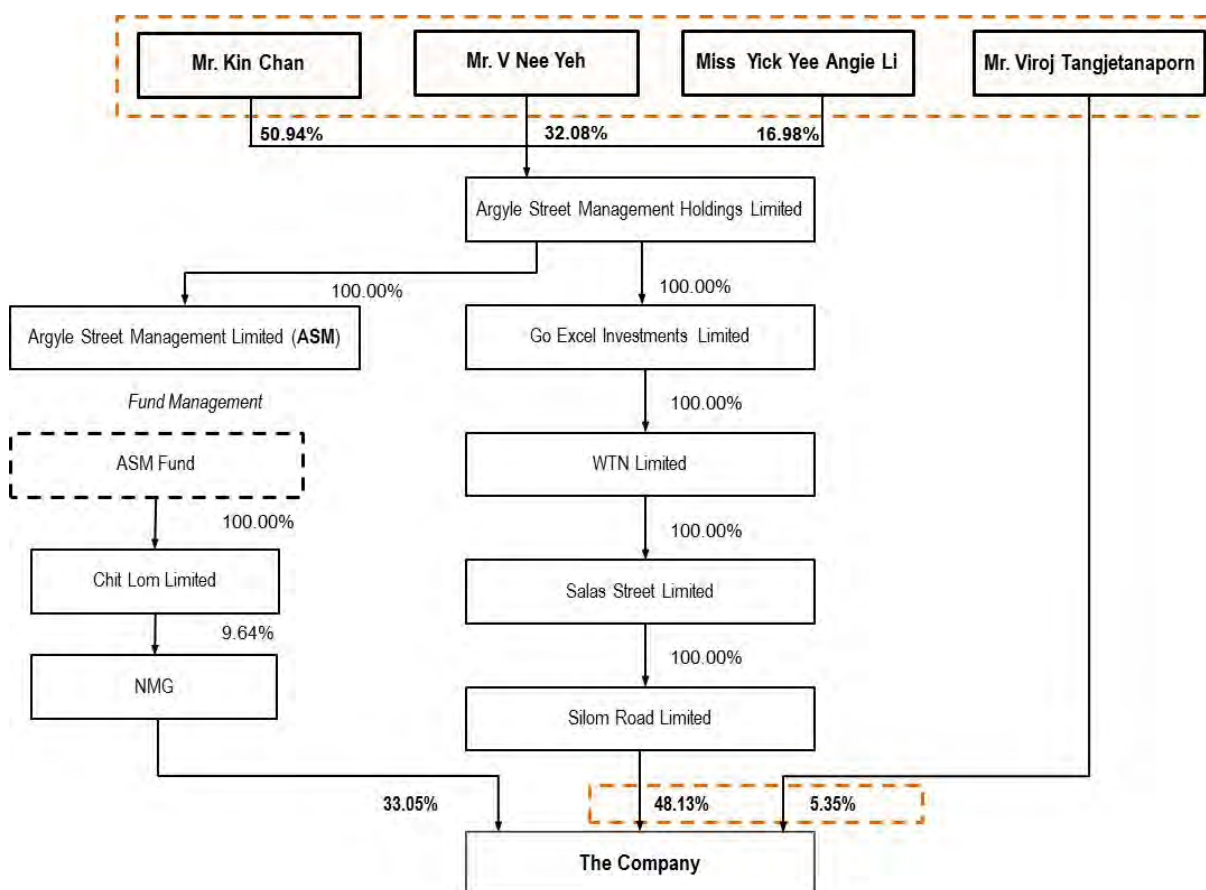
- As at the Tender Offer Submission Date, Chit Lom Limited (through CGS-CIMB Securities (Singapore) Pte. Ltd.), an investment company under one of the funds which is managed by Argyle Street Management Limited (“ASM”), which Argyle Street Management Holdings Limited (“ASMH”) is a major shareholder, the same major

shareholder of SRL, holds a total of 391,972,000 ordinary shares of Nation Multimedia Group Public Company Limited, (a major shareholder of NINE of 33.05 percent of total issued and paid-up shares of NINE prior to this Tender Offer), representing 9.64 percent of total issued and paid-up shares of NMG and 9.64 percent of total voting rights of NMG. In this regard, the ultimate shareholders of Chit Lom Limited are the unit holders of ASM Fund. However, Mr. Kin Chan and Miss Angie Yick Yee Li (two of the ultimate shareholders of ASMH) are also holding directorship and management executive position at ASM whereas Mr. V Nee Yeh is a director of ASM.

Revision

As at the Tender Offer Submission Date, the Offerors hold a total of 195,500,000 ordinary shares of the Company, representing 53.48 percent of total issued and paid-up shares of the Company and 53.48 percent of total voting rights of the Company. In which, SRL holds a total of 175,950,000 ordinary shares of the Company, representing 48.13 percent of total issued and paid-up shares of the Company and 48.13 percent of total voting rights of the Company and Mr. Viroj holds a total of 19,550,000 ordinary shares of the Company, representing 5.35 percent of total issued and paid-up shares of the Company and 5.35 percent of total voting rights of the Company.

Diagram 2-2: Structure of ASM and ASMH prior to this Tender Offer



Remark :- Dotted box refers to the parties “Acting in Concert” the ultimate persons and ultimate beneficiaries of the Offerors in this Transaction.

- The parties “Acting in Concert” in the Transaction are Silom Road Limited and Mr. Viroj Tangjetanaporn.
- As at the Tender Offer Submission Date, Chit Lom Limited (through CGS-CIMB Securities (Singapore) Pte. Ltd.), an investment company under one of the funds which is managed by Argyle Street Management Limited (“ASM”), which Argyle Street Management Holdings Limited (“ASMH”) is a major shareholder, the same major shareholder of SRL, holds a total of 391,972,000 ordinary shares of Nation Multimedia

Group Public Company Limited, (a major shareholder of NINE of 33.05 percent of total issued and paid-up shares of NINE prior to this Tender Offer), representing 9.64 percent of total issued and paid-up shares of NMG and 9.64 percent of total voting rights of NMG. In this regard, the ultimate shareholders of Chit Lom Limited are the unit holders of ASM Fund. However, Mr. Kin Chan and Miss Angie Yick Yee Li (two of the ultimate shareholders of ASMH) are also holding directorship and management executive position at ASM whereas Mr. V Nee Yeh is a director of ASM.

4. Part 2: Section 5.1 Securities of the Offeror

Original

5.1.1 Shares

Table 2-18: Information related to shares of the Offerors

Name	Type of shares	Number of shares	Percentage of total number of outstanding shares of the Company ^{2/}	Percentage of total voting rights of the Company ^{2/}
I. The Offerors ^{1/}				
Silom Road Limited	Ordinary shares	175,950,000	48.13	48.13
Mr. Viroj Tangjetanaporn	Ordinary shares	19,550,000	5.35	5.35
II. Acting in Concert Party of the Offeror	-	-	-	-
III. Related parties 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	195,500,000	53.48	53.48

Remarks: 1/ SRL and Mr. Viroj are parties acting in concert under the securities law.

2/ As at the Tender Offer Submission Date, the Company has only one class of securities, namely ordinary shares and the Company has a total of 365,549,286 issued and paid-up shares.

5.1.2 Convertible securities

-None-

Revision

5.1.1 Shares

Table 2-18: Information related to shares of the Offerors

Name	Type of shares	Number of shares	Percentage of total number of outstanding shares of the Company ^{2/}	Percentage of total voting rights of the Company ^{2/}
V. The Offerors ^{1/}				
Silom Road Limited	Ordinary shares	175,950,000	48.13	48.13
Mr. Viroj Tangjetanaporn	Ordinary shares	19,550,000	5.35	5.35
VI. Acting in Concert Party of the Offeror	-	-	-	-

Name	Type of shares	Number of shares	Percentage of total number of outstanding shares of the Company ^{2/}	Percentage of total voting rights of the Company ^{2/}
VII. Related parties under Section 258 of the persons under I. and II.	-	-	-	-
VIII. Other agreements resulting in additional acquisition of shares by the persons under I. to III.	-	-	-	-
	Total	195,500,000	53.48	53.48

Remarks: 1/ SRL and Mr. Viroj are parties acting in concert under the securities law.

2/ As at the Tender Offer Submission Date, the Company has only one class of securities, namely ordinary shares and the Company has a total of 365,549,286 issued and paid-up shares.

With reference to the Extraordinary General Meeting of Shareholders No. 1/2561 of the Company held on 30 October 2018, which resolved to approve the allocation of newly-issued ordinary shares under the Specific Objective basis to offer to specific investors on a private placement basis, namely Silom Road Limited in the amount of 175,950,000 shares, Mr. Viroj Tangjetanaporn in the amount of 19,550,000 shares, and Mrs. Tuenjai Purintaphiban in the amount of 25,000,000 shares. In this regard, on 28 November 2018, the Company allocated newly-issued ordinary shares to SRL and Mr. Viroj in full according to the allocated amount. However, the Company was notified by Mrs. Tuenjai Purintaphiban that she would not subscribe for newly-issued ordinary shares in the amount of 25,000,000 shares, received from the allocation. Therefore after the subscription of newly issued ordinary share to specific investors, the Company has a registered and paid-up capital of 365,549,286 shares and a registered capital of 390,549,286 shares. For the registered capital of 25,000,000 shares that are not issued according to the reasons mentioned above, the Company will reduce such registered capital by means of reduction later.

5.1.2 Convertible securities

-None-

5. Part 3: Section 1.3 Shareholders' Structure of the Company

Original

1.3.1 Top 10 Shareholders list before the Tender Offer

List of top 10 shareholders as of August 31, 2018 which is the latest closing date (Source: the Company) and adjusted with the allocation of the Company's newly issued shares under the specific objective basis to the specific investors, namely, SRL of 175,950,000 shares and Mr. Viroj of 19,550,000 shares on November 29, 2018. Details are as follow:

Table 3-4: Shareholding Structure of the Company before the Tender Offer

Name-Surname	No. of Shares	Percentage of total voting rights of the Company
1. The Offerors	195,500,000	53.48
1.1 Silom Road Limited	175,950,000	48.13
1.2 Mr. Viroj Tanjetanaporn	19,550,000	5.35
2. Nation Multimedia Group PLC.	120,808,387	33.05

Name-Surname	No. of Shares	Percentage of total voting rights of the Company
3. Mr. Sombat Panichewa	6,000,000	1.64
4. Mr. Pakawan Wongopasi	2,670,000	0.73
5. Mr. Chainarong Sangthongarama	1,953,000	0.53
6. Mr. Sukunthon Junggrunreangkit	1,264,000	0.35
7. Mr. Vanont Wanpan	1,000,000	0.27
8. Miss Neeranuch Noranarttrakool	900,000	0.25
9. Mr. Chalermchai Earsakoon	820,500	0.22
10. Mr. Vichaiya Menon	820,000	0.22
11. Mr. Suvit Sriguruwal	700,000	0.19
12. Others	33,113,399	9.06
Total	365,549,286	100.00

1.3.2 Expected shareholding structure after the Tender Offer

List of top 10 shareholders in the event that all of the shareholders wish to sell all of the Company's ordinary shares in the Tender Offer

Table 3-5: Shareholding Structure of the Company after the Tender Offeror

Name-Surname	No. of Shares	Percentage of total voting rights of the Company
1. The Offerors ^{1/}	365,549,286	100.00
1.1 Silom Road Limited ^{2/}	179,119,150	49.00
1.2 Mr. Viroj Tangjetanaporn	186,430,136	44.60
Total	365,549,286	100.00

Remarks: 1/ SRL and Mr.Viroj are parties acting in concert and SRL and Mr. Viroj have the right to allocate the tendered shares among the Offerors at any portion which shall not breach in the restriction on the Company's foreign shareholding as specified in the Articles of Association, which currently allow all foreign shareholders to hold no more than 49 percent of the total issued shares of the Company.

2/The Extraordinary General Shareholders' Meeting of the Company No. 1/2018 hold on October 30, 2018 has a resolution to amend the Company's Articles of Association in Article 10 regarding the issuance and transfer of shares to increase the foreign shareholding ratio from not exceeding 35 percent in aggregate to not exceeding 49 percent in aggregate of the total number of shares sold. Therefore, SRL, as a foreign shareholder, can buy and hold the Company's shares in the amount not exceeding 49 percent of the total number of shares sold of the Company

Revision

1.3.1 Top 10 Shareholders list before the Tender Offer

List of top 10 shareholders as of August 31, 2018 which is the latest closing date (Source: the Company) and adjusted with the allocation of the Company's newly issued shares under the specific objective basis to the specific investors, namely, SRL of

175,950,000 shares and Mr. Viroj of 19,550,000 shares on November 29, 2018. Details are as follow:

Table 3-4: Shareholding Structure of the Company before the Tender Offer

Name-Surname	No. of Shares	Percentage of total voting rights of the Company
1. The Offerors	195,500,000	53.48
1.1 Silom Road Limited	175,950,000	48.13
1.2 Mr. Viroj Tanjetanaporn	19,550,000	5.35
2. Nation Multimedia Group PLC.	120,808,387	33.05
3. Mr. Sombat Panichewa	6,000,000	1.64
4. Mr. Pakawan Wongopasi	2,670,000	0.73
5. Mr. Chainarong Sangthongarama	1,953,000	0.53
6. Mr. Sukunthon Jungrungreangkit	1,264,000	0.35
7. Mr. Vanont Wanpan	1,000,000	0.27
8. Miss Neeranuch Noranarttrakool	900,000	0.25
9. Mr. Chalermchai Earsakoon	820,500	0.22
10. Mr. Vichaiya Menon	820,000	0.22
11. Mr. Suvit Sriguruwal	700,000	0.19
12. Others	33,113,399	9.06
Total	365,549,286^{1/}	100.00

Remarks:1/ With reference to the Extraordinary General Meeting of Shareholders No. 1/2561 of the Company held on 30 October 2018, which resolved to approve the allocation of newly-issued ordinary shares under the Specific Objective basis to offer to specific investors on a private placement basis, namely Silom Road Limited in the amount of 175,950,000 shares, Mr. Viroj Tanjetanaporn in the amount of 19,550,000 shares, and Mrs. Tuenjai Purintaraphiban in the amount of 25,000,000 shares. In this regard, on 28 November 2018, the Company allocated newly-issued ordinary shares to SRL and Mr. Viroj in full according to the allocated amount. However, the Company was notified by Mrs. Tuenjai Purintaraphiban that she would not subscribe for newly-issued ordinary shares in the amount of 25,000,000 shares, received from the allocation. Therefore after the subscription of newly issued ordinary share to specific investors, the Company has a registered and paid-up capital of 365,549,286 shares and a registered capital of 390,549,286 shares. For the registered capital of 25,000,000 shares that are not issued according to the reasons mentioned above, the Company will reduce such registered capital by means of reduction later.

1.3.2 Expected shareholding structure after the Tender Offer

List of top 10 shareholders in the event that all of the shareholders wish to sell all of the Company's ordinary shares in the Tender Offer

Table 3-5: Shareholding Structure of the Company after the Tender Offeror

Name-Surname	No. of Shares	Percentage of total voting rights of the Company
1. The Offerors ^{1/}	365,549,286	100.00
1.1 Silom Road Limited ^{2/}	179,119,150	49.00

Name-Surname	No. of Shares	Percentage of total voting rights of the Company
<i>1.2 Mr. Viroj Tangjetanaporn</i>	<i>186,430,136</i>	<i>44.60</i>
Total	365,549,286	100.00

Remarks: 1/ SRL and Mr.Viroj are parties acting in concert and SRL and Mr. Viroj have the right to allocate the tendered shares among the Offerors at any portion which shall not breach in the restriction on the Company's foreign shareholding as specified in the Articles of Association, which currently allow all foreign shareholders to hold no more than 49 percent of the total issued shares of the Company.

2/The Extraordinary General Shareholders' Meeting of the Company No. 1/2018 hold on October 30, 2018 has a resolution to amend the Company's Articles of Association in Article 10 regarding the issuance and transfer of shares to increase the foreign shareholding ratio from not exceeding 35 percent in aggregate to not exceeding 49 percent in aggregate of the total number of shares sold. Therefore, SRL, as a foreign shareholder, can buy and hold the Company's shares in the amount not exceeding 49 percent of the total number of shares sold of the Company