



Nation International Edutainment Public Co., Ltd.

บริษัท เนชั่น อินเทอเนชั่นแนล เอ็ดดูเทนเมนท์ จำกัด (มหาชน)

เลขที่ 333 อาคารเส้าเป็งจวน 1 ชั้น 24 ซอยเอะพวง ถนนวิภาวดีรังสิต แขวงจอมพล เขตจตุจักร กรุงเทพฯ 10900

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22 June 2022

Subject: Entering into the License to Manage and Operate Merchandising Space Agreement, acquisition of the ordinary shares in Groupwork Company Limited, registration of change of paid-up capital and change of major shareholder

To: The President
The Stock Exchange of Thailand

Nation International Edutainment Public Company Limited (the “**Company**”) would like to inform that on 22 June 2022, the Company has duly undertaken the following actions:

- (1) the Company entered into the License to Manage and Operate Merchandising Space Agreement with VGI Public Company Limited (“**VGI**”) to obtain the right to manage and operate the merchandising spaces located on 31 BTS stations, in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2022 of the Company on 10 May 2022;
- (2) the Company acquired all 62,500 ordinary shares, with a par value of THB 100 per share, in Groupwork Company Limited from 3 existing shareholders, namely (i) VGI, (ii) Werk X Company Limited and (iii) Sliver Reward Holding Limited, at the purchase price of THB 110 million, in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2022 of the Company on 10 May 2022; and
- (3) The Company completed the registration of change of paid-up capital from the existing paid-up capital of THB 365,549,286 to THB 1,349,549,286 with the Department of Business Development, the Ministry of Commerce. The change of paid-up capital was as a result of the issuance and offering of newly issued ordinary shares through Private Placement to (1) Point of View (POV) Media Group Company Limited (“**POV**”) (a subsidiary which VGI holding 100 percent of total issued shares) (2) Werk X Company Limited and (3) Sliver Reward Holdings Limited. The Company currently has its paid-up capital of THB 1,349,549,286, divided into 1,349,549,286 ordinary shares with a par value of THB 1 per share.

In this regard, this issuance and offering of the newly issued ordinary shares through Private Placement results in the change of shareholding of the major shareholder whereby one of the investors, i.e., POV (a subsidiary which VGI holding 100 percent of total issued shares), to whom the newly issued ordinary shares are allocated, has become the controlling person of the Company holding 70.65 percent of the Company’s total issued shares. In addition, as the shareholding of POV in the Company exceeds 50 percent of the total voting rights of the Company, POV is, therefore, required to make a tender offer for all securities of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended).

Please be informed accordingly.
Sincerely yours,

Mr. Chan Kin Tak and Mrs. Chitkasem Moo-Ming
Authorized Directors