

(Translation)



No. GRAMMY 005/2017

17 April 2017

- Subject:** Progress on the connected transaction concerning the provision of a guarantee against loan of GMM ONE TV Co., Ltd. by GMM Grammy Public Company Limited which is considered as a provision of financial assistance to the Group of Mr. Takonkiet Viravan, and the resolutions of the Board of Directors Meeting on the connected transaction concerning GMM Grammy Public Company Limited's acquisition of the shares in The One Enterprise Co., Ltd. from Scenario Co., Ltd. and Extraordinary General Meeting of Shareholders No. 1/2017
- Attention:** President  
Stock Exchange of Thailand
- Enclosure:** Information Memorandum on Connected Transaction, Re: Acquisition of Shares in The One Enterprise Co., Ltd. from Scenario Co., Ltd. by GMM Grammy Public Company Limited

Reference is made to GMM Grammy Public Company Limited (the "**Company**") convened Board of Directors Meeting No. 4/2017 (the "**Meeting**") on 17 April 2017. The Meeting passed the resolutions for the material business, as follows:

1. The Meeting acknowledged the progress on the connected transaction concerning the provision of a guarantee by the Company against the loan secured from a financial institution of GMM ONE TV Co., Ltd. ("**GMM ONE TV**") which is considered as a provision of financial assistance to the Group of Mr. Takonkiet Viravan, comprising Mr. Takonkiet Viravan, Wan Tam Dee Co., Ltd., and Scenario Co., Ltd. (collectively, the "**Group of Mr. Takonkiet**"). In addition, the Meeting resolved to have any progress on such connected transaction disclosed to the Stock Exchange of Thailand (the "**Stock Exchange**") and general investors. The details of which are as follows:
  - The 2016 Annual General Meeting of Shareholders, convened on 29 April 2016, resolved to approve the Company to enter into the connected transaction which is considered as a provision of financial assistance to the Group of Mr. Takonkiet by means of provision of a guarantee against the loan of GMM ONE TV of THB 3,600 million (outstanding obligation as at 31 March 2017 was THB 3,100 million) secured from a financial institution, and the guarantee amount of THB 1,900 million (outstanding obligation as at 31 March 2017 was THB 1,351.9 million).
  - The shareholding proportion in The One Enterprise Co., Ltd. ("**ONE ENT**") and the guarantee against the loan as at the 29 April 2016 which is the date of the 2016 Annual General Meeting of Shareholders are detailed as follows:

(Translation)

	The Company	Group of Mr. Takonkiet
Shareholding in ONE ENT	51 percent	49 percent
Guarantee against the loan	100 percent	100 percent

- In this regard, the Group of Mr. Takonkiet agreed with the Company that it will expedite the process of having the financial institution reduce the percentage of the guarantee that the Company provided to GMM ONE TV to be proportionate with the Company's shareholdings in ONE ENT (51 percent of the total issued shares of ONE ENT) by 28 February 2017. On 3 May 2016, the Group of Mr. Takonkiet entered into the letter of indemnity in favor of the Company for all cash and damages paid by or incurred to the Company in the case where the Company is demanded to pay debt in accordance with the guarantee obligation under the credit facility agreement made with the financial institution, or for an amount of 49 percent of the guarantee obligation under the credit facility agreement of the financial institution that the Company paid to the financial institution, or for any amount that the Company paid to the financial institution (as the case may be), with the interest of 7.5 percent per annum calculated from the date on which the Company pays the debt to the financial institution.
- During the process of having the financial institution reduce the percentage of guarantee the Company provided to GMM ONE TV to be proportionate with the Company's shareholdings in ONE ENT, on 30 November 2016, the Company and Group of Mr. Takonkiet have entered into a share purchase agreement with respect to the shares of ONE ENT with Pranaporn Co., Ltd. ("**Pranaporn**"). All shareholders agreed to jointly bear the guarantee obligation and debt obligation which the Company, GMM ONE, and/or any company that the Company holds more than 50 percent of its registered capital have, proportionately with their shareholding proportion, against the financial institution.
- On 19 December 2016, the Company and the Group of Mr. Takonkiet submitted a request for a consent to the financial institution to adjust the percentage of guarantee to be proportionate with each shareholder's shareholding in ONE ENT after the completion of the capital increase on 31 May 2017.
- On 27 March 2017, the financial institution informed the Company of the result of its consideration on the adjustment of guarantee obligation, to the effect that it consented to the guarantee obligation being adjusted after ONE ENT increases its registered capital and Pranaporn acquires the shares in ONE ENT on 31 May 2017, provided that each the Company, the Group of Mr. Takonkiet, and Pranaporn shall provide a guarantee against the credit facility amounting to 50 percent of the credit facility that GMM ONE TV has against the financial institution.
- After the completion of the increase in the registered capital of ONE ENT on 31 May 2017, the shareholdings of ONE ENT and the guarantee against the loan shall be as follows:

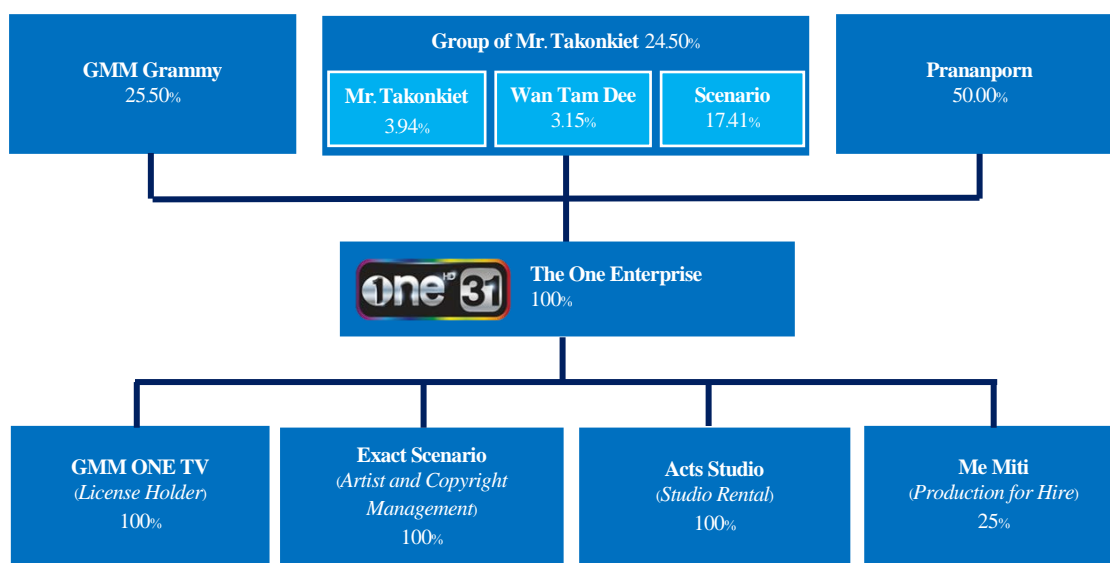
	The Company	Group of Mr. Takonkiet	Pranaporn
Shareholding in ONE ENT	25.50 percent	24.50 percent	50 percent
Guarantee against the loan	50 percent	50 percent	50 percent

(Translation)

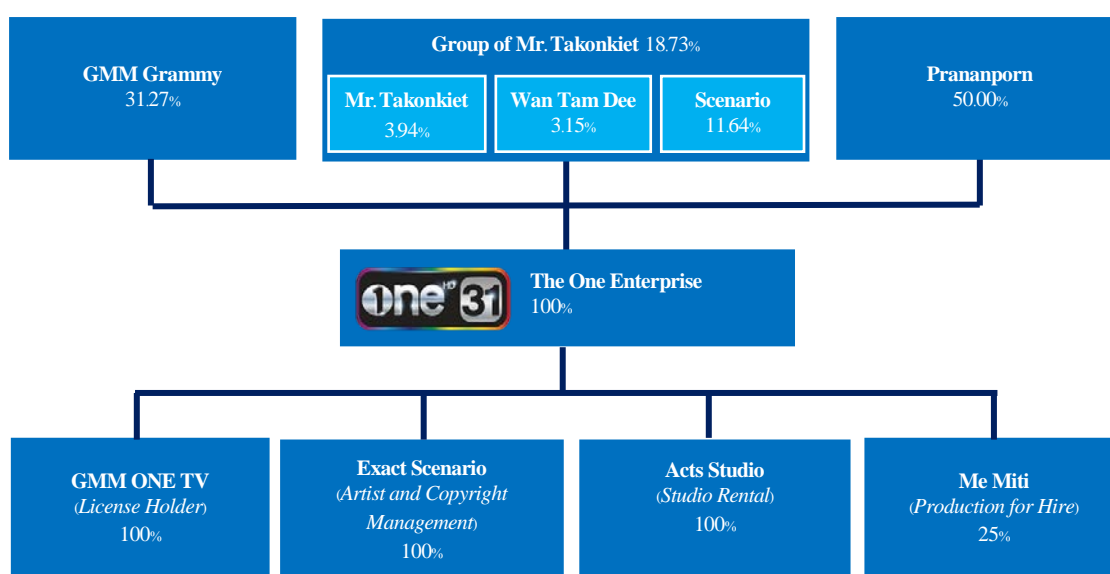
2. The Meeting approved the entering into of the connected transaction on the Company's acquisition of 2,200,000 shares of ONE ENT, at the par value of THB 100 per share, or equivalent to 5.77 percent of the total issued shares of ONE ENT, from Scenario Co., Ltd. ("SCENARIO"), at the price of THB 100 per share, totaling THB 220,000,000, after the completion of ONE ENT's capital increase on 31 May 2017.

In this regard, the shareholding structure of ONE ENT after 31 May 2017 which is the completion date of the capital increase, before and after the acquisition of the Company are:

Before the acquisition:



After the acquisition:



The entering into of such transaction constitutes an asset acquisition transaction of the Company pursuant to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and

(Translation)

Disposition of Assets, 2004, and the Notification of the Capital Market Supervisory Board No. TorChor.20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (collectively, the “**Notifications on Acquisition or Disposal**”). After the calculation, the transaction value is equivalent to 3.04 percent calculated based on the Total Value of Consideration Basis which is the basis that yields the highest value from the Consolidated Financial Statements of the Company for the year ending 31 December 2016 which were audited and reviewed by a certified public accountant. In this regard, as the transaction value is lower than 15 percent, pursuant to the Notifications on Acquisition or Disposal, the Company is not obliged to disclose the information on the acquisition with the Stock Exchange.

The entering into of such transaction, however, constitutes a connected transaction of the Company pursuant to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003, and the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions (collectively, the “**Notifications on Connected Transactions**”) as the Company and SCENARIO are related to each other in the following manner:

- (1) Mr. Takonkiet Viravan is a major shareholders and the Chief Executive Officer – GMM One Digital TV who is an executive of the Company as defined in the Notifications on Connected Transaction, i.e., a person holding the one of the first four management positions following the highest rank, as well as a major shareholder, director, and the Managing Director of SCENARIO.
- (2) Miss Boosaba Daorueng is a shareholder and the Group Chief Executive Officer of the Company, and a director of SCENARIO.

Such connected transaction represents the value of 28.95 percent of the net tangible asset (NTA) from the Consolidated Financial Statements of the Company for the year ending 31 December 2016 which were audited and reviewed by a certified public accountant. Due to the transaction value of more than or equivalent to THB 20 million or more than or equivalent to 3 percent of the net tangible asset (NTA) of the Company (whichever is higher), the Company has the duty to obtain approval from its Board of Directors, disclose an information memorandum to the Stock Exchange, and seek for the approval on the entering into of the transaction from the shareholders meeting, including appoint an independent financial advisor to provide opinions thereon, whereby the approval of the shareholders meeting shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote, without counting the votes cast by the interested shareholders.

(The details of the Information Memorandum on Connected Transaction, Re: Acquisition of Shares in The One Enterprise Co., Ltd. from Scenario Co., Ltd. by GMM Grammy Public Company Limited are set out in the Enclosure.)

In this regard, the Meeting resolved to propose such matter to the shareholders meeting for its further approval, whereby in passing this resolution of the Meeting, there were no interested directors and/or directors who are connected persons attending the meeting and casting a vote on this agenda item.

3. The Meeting approved the appointment of JayDee Partners Co., Ltd. as the independent financial advisor in order to render their independent opinion on the entering into of the connected transactions on the acquisition of shares in ONE ENT from SCENARIO.

(Translation)

4. The Meeting approved that 2 May 2017 is scheduled as the date to record the names of the shareholders who are entitled to attend the shareholders meeting; and 3 May 2017 is scheduled as the date to close the share register to list the names of the shareholders in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto).
5. The Meeting approved the scheduling of Extraordinary General Meeting of Shareholders No. 1/2017 on 26 May 2017, at 1400 hrs., at the Auditorium, 21<sup>st</sup> Floor, GMM Grammy Place, No. 50, Sukhumvit 21 (Asoke) Road, Khlong Toei Nuea Subdistrict, Wattana District, Bangkok, in order to consider and approve the following agenda items:
  - 5.1 To certify the Minutes of the 2017 Annual General Meeting of Shareholders, convened on 28 April 2017
  - 5.2 To consider and approve the acquisition of shares in The One Enterprise Co., Ltd. from Scenario Co., Ltd. which is considered as a connected transaction
  - 5.3 Other matters (if any)

Please be informed accordingly.

Sincerely yours,

(Mrs. Karnsuda Sansuthi)  
Chief Financial Officer  
Authorized Signatory

**Information Memorandum on Connected Transaction**  
**Acquisition of Shares in The One Enterprise Co., Ltd. from Scenario Co., Ltd.**  
**by GMM Grammy Public Company Limited**

Reference is made to the fact that Board of Directors Meeting No. 4/2017, convened on 17 April 2017, of GMM Grammy Public Company Limited (the “**Company**”) resolved to approve the Company to acquire the shares of The One Enterprise Co., Ltd. (“**ONE ENT**”) from Scenario Co., Ltd. (“**SCENARIO**”). Such transaction constitutes an asset acquisition transaction of the Company pursuant to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004, and the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (collectively, the “**Notifications on Acquisition or Disposal**”), as well as constitutes a connected transaction of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008, and the Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor.Jor./Por.22-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 (collectively, the “**Notifications on Connected Transactions**”).

The Company would like to inform you of the material details of the transaction, as follows:

**1. Transaction date**

Board of Directors Meeting No. 4/2017, convened on 17 April 2017, of the Company resolved to approve the Company to acquire 2,200,000 shares in ONE ENT from SCENARIO, at the par value of THB 100 per share, or equivalent to 5.77 percent of the total issued shares of ONE ENT, at the price of THB 100 per share, totaling THB 220,000,000, after 31 May 2017 which is the completion date of the ONE ENT capital increase. Such transaction constitutes an asset acquisition transaction of the Company pursuant to the Notifications on Acquisition or Disposal, and a connected transaction of the Company pursuant to the Notifications on Connected Transactions as the Company and SCENARIO are related to each other in the following manner:

- (1) Mr. Takonkiet Viravan is a major shareholder and the Chief Executive Officer – GMM One Digital TV who is an executive of the Company as defined in the Notifications on Connected Transaction, i.e., a person holding the one of the first four management positions following the highest rank, as well as a major shareholder, director, and the Managing Director of SCENARIO.
- (2) Miss Boosaba Daorueng is a shareholder and the Group Chief Executive Officer of the Company, and a director of SCENARIO.

In this regard, such connected transaction represents the value of 28.95 percent of the net tangible asset (NTA) from the Consolidated Financial Statements of the Company for the year ending 31 December 2016 which were audited and reviewed by a certified public accountant, being the transaction with the value of more than or equivalent to THB 20 million or more than or equivalent to 3 percent of the net tangible asset (NTA) of the Company (whichever is higher). As a result, the Company has the duty to obtain approval from its Board of Directors, disclose an information memorandum to the Stock

(Translation)

Exchange of Thailand (the “**Stock Exchange**”), and seek for the approval on the entering into of the transaction from the shareholders meeting, including appoint an independent financial advisor to provide opinions thereon, whereby the approval of the shareholders meeting shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote, without counting the votes cast by the interested shareholders.

The Company shall enter into the transaction after it is approved by Extraordinary General Meeting of Shareholders No. 1/2017, to be convened on 26 May 2017, with the votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote, without counting the votes cast by the interested shareholders.

## **2. Related parties and their relationships with the listed company**

Buyer of ONE ENT shares : The Company

Seller of ONE ENT shares : SCENARIO

The relationships between the Company and SCENARIO are:

- (1) Mr. Takonkiet Viravan is a major shareholder and the Chief Executive Officer – GMM One Digital TV who is an executive of the Company as defined in the Notifications on Connected Transaction, i.e., a person holding the one of the first four management positions following the highest rank, as well as a major shareholder, director, and the Managing Director of SCENARIO.
- (2) Miss Boosaba Daorueng is a shareholder and the Group Chief Executive Officer of the Company, and a director of SCENARIO.

## **3. Details on the share acquisition**

The Company shall acquire 2,200,000 shares of ONE ENT, at the par value of THB 100 per share, or equivalent to 5.77 percent of the total issued shares of ONE ENT, from SCENARIO, at the price of THB 100 per share, totaling THB 220,000,000, after 31 May 2017 which is the completion date of ONE ENT capital increase.

The details of ONE ENT, of which the company will purchase shares from SCENARIO, are as follows:

ONE ENT was incorporated on 6 September 2013. The companies in the group of ONE ENT, including GMM One TV Company Limited, Exact Scenario Company Limited, Acts Studio Company Limited and Me Miti Company Limited, engaging in the business of radio and television programme production in all types of high-definition systems (HD System) which are broadcasted by the One Channel (CH31). One Channel is a television station in a digital television system operated by the Company, and Mr. Takonkiet Viravan is a Channel Executive. One Channel is a television channel which broadcasts the programmes from the affiliated channels and/or its own produced channels.

At present, ONE ENT's registered and paid-up capital is Baht 2,405,000,000, divided into 24,050,000 ordinary shares, at the par value of Baht 100 per share, having its principal office located at No.50 GMM Grammy Place Building, Sukhumvit 21 (Asoke) Road, Khlong Toei Nuea Subdistrict, Wattana District, Bangkok.

## (Translation)

The Board of Directors of ONE ENT as of 31 March 2017 (as set out in the Affidavit registered with the Department of Business Development) is as follows:

	Name	Position
1	Miss Boosaba Daorueng	Director
2	Mrs. Karnsuda Sansuthi	Director
3	Dr. Lackana Leelayouthayotin	Director
4	Miss Chitralada Hengyotmark	Director
5	Mr. Takonkiet Viravan	Director
6	Mrs. Kanikar Viravan	Director
7	Mr. Piya Sosothikul	Director

ที่มา : [www.bol.co.th](http://www.bol.co.th)

Shareholding structure after ONE ENT completed the capital increase on 31 May 2017.  
And shareholding structure after the acquisition of ONE ENT shares from SCENARIO

List of Shareholders	Shareholding before capital increase Capital THB 1,905 million		After the first capital increase Capital THB 2,405 million		After the second capital increase <sup>1</sup> Capital THB 3,810 million		After the acquisition of ONE ENT shares from SCENARIO Capital THB 3,810 million	
	No. of shares held	%	No. of shares held	%	No. of shares held	%	No. of shares held	%
GMM Grammy, Pcl.	9,715,497	51.00	9,715,497	40.40	9,715,497	25.50	11,915,497	31.27
Group of Mr. Takonkiet Scenario Co., Ltd. <sup>2</sup>	9,334,500	49.00	9,334,500	38.81	9,334,500	24.50	7,134,500	18.73
Mr. Takonkiet Viravan	6,634,500	34.83	6,634,500	27.59	6,634,500	17.41	4,434,500	11.64
Wan Tam Dee Co., Ltd. <sup>3</sup>	1,500,000	7.88	1,500,000	6.24	1,500,000	3.94	1,500,000	3.94
Miss Boosaba Daorueng	1,200,000	6.30	1,200,000	4.99	1,200,000	3.15	1,200,000	3.15
Mrs. Montana Thawaranont								
Pranaporn Co., Ltd. <sup>4</sup>	1	0.00	2	0.00	1	0.00	1	0.00
			5,000,000 <sup>5</sup>	20.79	19,050,000	50.00	19,050,000	50.00
<b>Total</b>	<b>19,050,000</b>	<b>100.00</b>	<b>24,050,000</b>	<b>100.00</b>	<b>38,100,000</b>	<b>100.00</b>	<b>38,100,000</b>	<b>100.00</b>

- Note:
- ONE ENT will complete the second capital increase on 31 May 2017
  - SCENARIO's shareholders as of 30 April 2016 are Mr. Takonkiet Viravan holding 52.50%, GMM Media Public Company Limited holding 25.00% and other shareholders together holding 22.50%
  - Viravan family directly and indirectly holds 74.17% of shares, as of 30 April 2016, in Wan Tam Dee Co., Ltd.
  - Major shareholder of Pranaporn Co., Ltd. is Miss Poramaporn Prasarttong-osoith holding 99.98%
  - Pranaporn Co., Ltd. sold 1 share to Miss Boosaba Daorueng



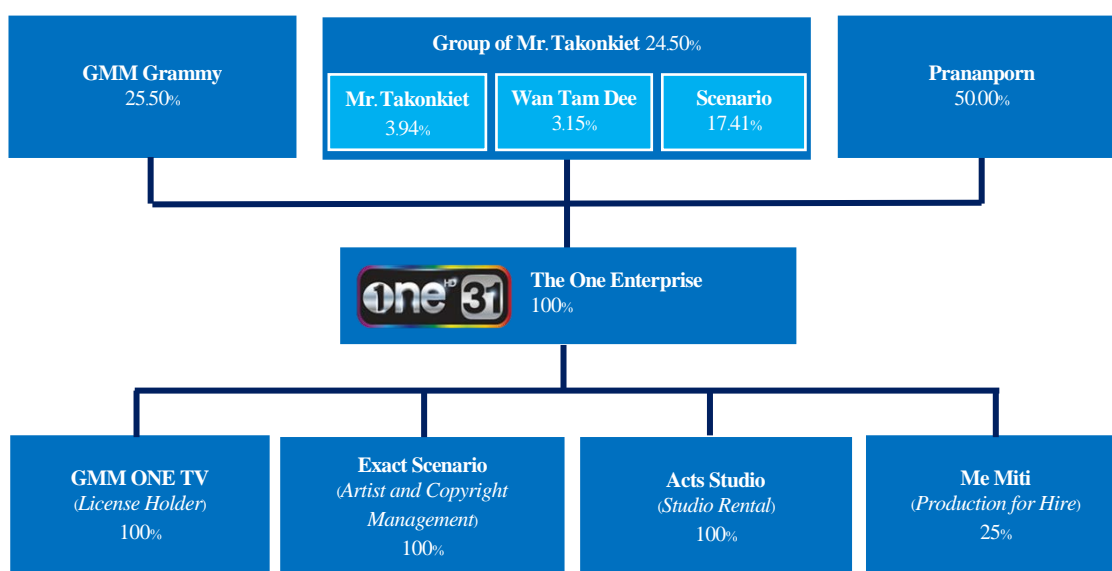
(Translation)

Summary of Financial information of ONE ENT as at 31 December 2016:

Item	Value (Baht)
Current assets	1,380,256,219
Non-current assets	4,098,094,238
<b>Total Assets</b>	<b>5,478,350,457</b>
Current liabilities	4,235,022,981
Non-current liabilities	1,369,351,130
<b>Total liabilities</b>	<b>5,604,374,111</b>
Shareholders' equity	(126,023,654)
<b>Total liabilities and shareholders' equity</b>	<b>5,478,350,457</b>
Total revenue	1,766,687,481
Net loss	(636,697,572)

The shareholding structure of ONE ENT after 31 May 2017 which is the completion date of the capital increase, before and after the acquisition of the Company are:

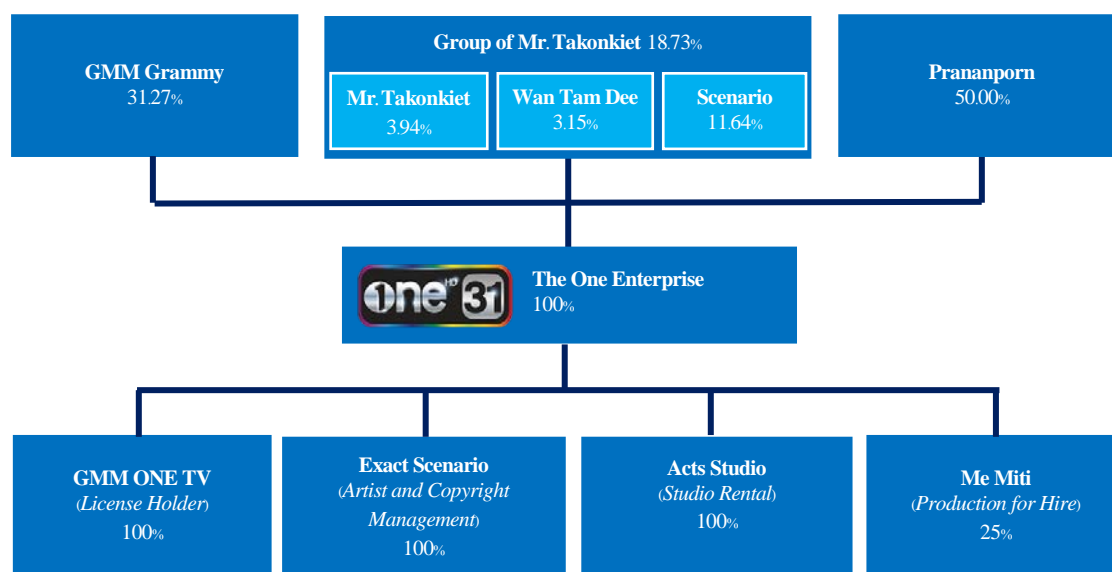
Before the acquisition:



-Deliberately left empty-

(Translation)

After the acquisition:



#### 4. General characteristic and details of the transaction

The Company acquires 2,200,000 shares of ONE ENT from SCENARIO, at the par value of THB 100 per share, totaling THB 220,000,000.

The entering into of such transaction constitutes an asset acquisition transaction of the Company pursuant to the Notifications on Acquisition or Disposal. After the calculation, the transaction value is equivalent to 3.04 percent calculated based on the Total Value of Consideration Basis which is the basis that yields the highest value from the Consolidated Financial Statements of the Company for the year ending 31 December 2016 which were audited and reviewed by a certified public accountant. In this regard, as the transaction value is lower than 15 percent, pursuant to the Notifications on Acquisition or Disposal, the Company is not obliged to disclose the information on the acquisition with the Stock Exchange.

In addition, such transaction constitutes a connected transaction of the Company pursuant to the Notifications on Connected Transactions. After the calculation, the transaction value is equivalent to 28.95 percent of the net tangible asset (NTA) from the Consolidated Financial Statements of the Company for the year ending 31 December 2016 which were audited and reviewed by a certified public accountant. Due to the transaction value of more than or equivalent to THB 20 million or more than or equivalent to 3 percent of the net tangible asset (NTA) of the Company (whichever is higher), the Company has the duty to obtain approval from its Board of Directors, disclose an information memorandum to the Stock Exchange, and seek for the approval on the entering into of the transaction from the shareholders meeting, including appoint an independent financial advisor to provide opinions thereon, whereby the approval of the shareholders meeting shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote, without counting the votes cast by the interested shareholders. In this regard, the Company appointed JayDee Partners Co., Ltd. as its independent financial advisor.

(Translation)

## 5. Calculation of transaction value

<b>Transaction</b>	<b>Value (THB million)</b>
<b>Connected Transaction</b>	
Net Tangible Assets (NTA) of the Company as at 31 December 2016	759.89
Acquisition of 2,200,000 ordinary shares of ONE ENT, at THB 100 per share	220.00
Transaction value pursuant to the Notifications on Connected Transactions	28.95 percent
Total value of all connected transactions during the past six months pursuant to the Notifications on Connected Transactions	N/A
<b>Asset Acquisition Transaction</b>	
Total assets under the Consolidated Financial Statements of the Company and its subsidiaries as at 31 December 2016	7,248.59
Net Tangible Assets (NTA) of ONE ENT as at 31 December 2016	(635.72)
Acquisition of ONE ENT shares <u>which results in an increase in the Company's shareholdings in ONE ENT by 5.77 percent</u>	
Transaction value calculated based on the Net Tangible Assets (NTA) Basis <b>**highest value**</b>	Not applicable as the NTA of ONE ENT resulted in a negative value
Transaction value calculated based on the Net Profit Basis	Not applicable as the Company and ONE ENT incurred a loss
Transaction value calculated based on the Total Value of Consideration Basis	3.04 percent
Transaction value calculated based on the Value of Securities Basis	Not applicable as the Company issues no securities as a consideration for an acquisition of assets
Total value of all asset acquisition transactions during the past six months pursuant to the Notifications on Acquisition or Disposal	N/A

### **Transaction Size under the Notification of Acquisition and Disposal of Assets**

The entering into of such transaction constitutes an asset acquisition transaction of the Company pursuant to the Notifications on Acquisition or Disposal. After the calculation, the transaction value is equivalent to 3.04 percent calculated based on the Total Value of Consideration Basis which is the basis that yields the highest value from the Consolidated Financial Statements of the Company for the year ending 31 December 2016 which were audited and reviewed by a certified public accountant. In this regard, as the transaction value is lower than 15 percent, pursuant to the Notifications on

(Translation)

Acquisition or Disposal, the Company is not obliged to disclose the information on the acquisition with the Stock Exchange.

### **Transaction value pursuant to the Notifications on Connected Transactions**

The entering into of such transaction constitutes a connected transaction pursuant to the Notifications on Connected Transactions, being a transaction with the value of more than or equivalent to THB 20 million or more than or equivalent to 3 percent of the net tangible asset (NTA) of the Company (whichever is higher), as detailed in the aforementioned table. As a result, pursuant to the Notifications on Connected Transactions, the Company has the duty to obtain approval from its Board of Directors, disclose an information memorandum to the Stock Exchange, and seek for the approval on the entering into of a transaction from the shareholders meeting, including appoint an independent financial advisor to provide opinions thereon, whereby the approval of the shareholders meeting shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote, without counting the votes cast by the interested shareholders.

### **6. Rational and necessity in entering into the transaction and the expected benefits from the transaction**

SCENARIO is desirous to offer for sale to the Company its 2,200,000 shares of ONE ENT, at the par value of THB 100 per share, at the price of THB 100 per share, totaling THB 220,000,000. In doing so, SCENARIO determined the offering price by applying the same basis as which is used by ONE ENT in its capital increase and offer for sale of the new shares issued thereby to Prananporn Co., Ltd (“Prananporn”).

In addition the Company was of the view that the ONE ENT business group has a high growth potential and the capacity to repay the debts in favor of the financial institution. The Company, therefore, deemed it appropriate to make an additional investment in ONE ENT by using the cash derived from its business operation as a fund for the acquisition of ONE ENT shares from SCENARIO.

### **7. Opinions of the Board of Directors and the Audit Committee on the entering into of the transaction**

The meetings of the Board of Directors and the Audit Committee were of the view that such entering into of the transaction is reasonable and beneficial to the Company and its shareholders because the Company deemed that the ONE ENT business group has a high growth potential and the capacity to repay the debts in favor of the financial institution. As a result, it is appropriate for the Company to make additional investment in ONE ENT.

In this regard, in considering and approving the entering into of the transaction, there were no interested directors and/or directors who are connected persons attending the meeting and casting a vote on this matter.

The Board of Directors, therefore, deemed it appropriate to propose that the Extraordinary General Meeting of Shareholders No. 1/2017, to be convened on 26 May 2017, consider and approve the entering into of the transaction accordingly.

### **8. Opinions of the Audit Committee and/or directors of the Company which are different from that of the Board of Directors**

None.