



- Translation -

No. LMJG/SET/2021/017

July 5, 2021

Subject: Notification of Resolutions of Board of Directors' Meeting No. 3/2021 approving of the disposition of assets and Call for the EGM No. 1/2021

Attention: President
The Stock Exchange of Thailand

Enclosure: Information Memorandum on Asset Disposition by Major Cineplex Group Public Company Limited

Whereas, the Board of Directors of Major Cineplex Group Public Company Limited (the "**Company**") No. 3/2021 held on 5 July 2021 has resolved to approve the following important matters:

1. It was acknowledged and resolved to approve the appointment of KGI Securities (Thailand) Public Company Limited as an independent financial advisor in conducting the sale of ordinary shares the Company held in Siam Future Development Public Company Limited ("**SF**"), which constitutes as disposition of assets of the Company.
2. It was resolved to approve the entering into memorandum of understanding in relation to the sale of shares in **SF** in order to sell ordinary shares the Company held in SF in the amount of 647,158,471 shares or representing 30.36 percent of the total issued shares to Central Pattana Public Company Limited, which is not a connected person of the Company, at a price of Baht 12 per share and in total of Baht 7,765,901,652.

The Company will enter into such transaction once the extraordinary general meeting of shareholders of the Company has resolved to approve of such transaction and the relevant parties have duly signed the relevant share purchase agreement and other agreements (if any) as well as the prescribed pre-conditions have been fulfilled.

Such sale of ordinary shares held in SF constitutes as a disposition of assets of a listed company under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 (2008) Re: Rule of Significant Transaction Constituting an Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E 2547 (2004) (the "**Notifications on Acquisition or Disposition of Assets**"). Upon calculation of the transaction size of such disposition of assets, the transaction size is equivalent to 73.6 percent (based on the reviewed consolidated financial statements of the Company ended as at 31 March 2021), which is the highest transaction size according to the Net tangible Assets or NTA criteria. In this regard, during the period of 6 months prior to the date of the resolution of the Board of Directors approving such transaction, the Company has not entered into any disposition of assets transaction. The sale of ordinary shares held in SF is thus constituted as category 1 transaction under the Notifications on Acquisition or Disposition of Assets. Hence, the Company has the duty to prepare reports and disclose the transaction to the Stock Exchange of Thailand and arrange for a shareholders' meeting for approval of such transaction whereby an affirmative votes of not less than three-fourths of the total number of votes of shareholders attended the meeting and entitled to vote excluding those of interested shareholders are required.

The Board of Directors and/or the Chairman of Executive Committee of the Company, or person(s) assigned by the Board of Directors or the Chairman of Executive Committee has been authorized to proceed with any acts necessary and related to such sale of shares including



to communicate, negotiate, amend or change the relevant terms and conditions as well as to be authorized to sign in the memorandum of understanding, share purchase agreement and any other relevant documents and proceed with any other acts as required and related to such sale of shares including subcontracting in all respects.

The details of the transaction are as appeared in the Information Memorandum on Asset Disposition by the Company enclosed herewith.

3. It was resolved to approve the holding of the Extraordinary General Meeting of Shareholders No. 1/2021 on Friday, 27 August 2021 at 10.00 hrs. at Major Cineplex Ratchayothin (Theatre No. 14), No. 1839, 1839/1, 1839/6, Phaholyothin Road, Ladyao Sub-district, Jatuchak District, Bangkok and the record date for the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2021 was set on 19 July 2021. The agenda of the Extraordinary General Meeting of Shareholders No. 1/2021 shall consist of the followings:
Agenda 1: To consider and adopt the minutes of the 2021 annual general meeting of shareholders held on 9 April 2021
Agenda 2: To consider and approve the sale of ordinary shares the Company held in SF, which constitutes as disposition of assets of the Company
Agenda 3: To consider other matters (if any)

The Chief Executive Officer or other persons assigned by the Chief Executive Officer has been authorized to determine and amend date, time, place, and conferencing platform of the Extraordinary General Meeting of Shareholders No.1/2021 as deemed necessary and appropriate in compliance with the requirements under the laws.

Please be informed accordingly.

Yours sincerely,

(Ms. Thitapat Issarapornpat)
Company Secretary

(Translation)

**INFORMATION MEMORANDUM ON ASSET DISPOSITION BY
MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED (LIST 1)**

The Board of Directors' Meeting No. 3/2021 of Major Cineplex Group Public Company Limited (the "**Company**") held on July 5, 2021 resolved to approve the entering into memorandum of understanding in relation to the sale of 647,158,471 shares in Siam Future Development Public Company Limited ("**SF**") representing 30.4% of the total issued and paid-up shares to the Purchaser (as detailed in item 2) (the "**Transaction**") (as detailed in item 3). SF is a listed company in the Stock Exchange of Thailand and operates the business in shopping center development and management by focusing on open-air shopping center.

The Transaction does not constitute a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (as amended) (the "**Connected Transaction Notifications**"), but constitutes a disposition of asset pursuant to 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 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Asset B.E. 2547 (as amended) (the "**Acquisition and Disposition Notifications**"). The transaction size of such Transaction calculated based on the reviewed financial statements of the Company and SF for the first quarter of 2021 ended March 31, 2021, and the net tangible asset (NTA) value criterion, which gives the highest transaction value, is equivalent to 73.6%. In addition, the Company has not had any other disposition transactions within the past six months prior to the date of the Board Directors' Meeting No. 3/2021.

The Transaction, therefore, is deemed a Class 1 transaction, i.e. a transaction whose transaction size is equivalent to or more than 50.0%, but less than 100.0%, where the Company is required to disclose information on the Transaction to the Stock Exchange of Thailand (the "**SET**"), obtain approval from a shareholders' meeting of the Company with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders, and appoint an independent financial advisor to provide an opinion on the Transaction and submit such opinion to the Office of the Securities and Exchange Commission (the "**SEC Office**"), the SET and the shareholders of the Company for their consideration. In this regard, the Company has appointed KGI Securities (Thailand) Public Company Limited as the independent financial advisor.

The Company would like to disclose information on the said Transaction to the SET. in accordance with the Acquisition and Disposition Notifications as follows:

1. Transaction Date

After the meeting of the Board of Directors of the Company has approved the Transaction, the Company expects to execute a memorandum of understanding in respect of the Transaction (the “MOU”) with the Purchaser (as detailed in item 2) within July 5, 2021. The completion of the Transaction is expected to take place within 30 August 2021 after all the conditions precedent that will be specified under the Share Sale and Purchase Agreement in respect of the Transaction (the “SPA”) are fulfilled, deemed to be fulfilled, or otherwise waived by the relevant parties and the completion obligations that will be specified under the SPA have been undertaken (the “Completion Date”).

2. Contractual Parties and Relationship with the Company

Purchaser	: Central Pattana Public Company Limited
Seller	: The Company
Relationship with the Company	: The Purchaser does not have any relationship with the Company and is not the Company’s connected persons. The Transaction, therefore, is not considered a connected transaction under the Connected Transactions Notifications.

3. General Characteristics and Transaction Size

3.1 General Characteristics

The Company will sell 647,158,471 ordinary shares or 30.4% of the total issued and paid-up capital of SF to the Purchaser. Key terms and conditions of the MOU are set out below.

Date expected to enter into the MOU	: July 5, 2021
Sale and purchase price	: Baht 12.0 per share
Sale and purchase method	: Big lot through the Stock Exchange of Thailand
Key conditions precedent	: <ol style="list-style-type: none">1) The Parties have entered into the SPA and the Purchaser satisfies with the Due Diligence result in respect of SF2) The Company must have obtained approvals from its Board of Directors and its shareholders to sell SF shares and the Company must have obtained consents from any individuals or authorities to sell SF shares (if any)3) All other conditions precedent stipulated in the SPA have been fulfilled
Date of entering into the SPA	: Within 30 days from the date of this MOU
Termination	: In the following cases: <ol style="list-style-type: none">1) The Parties agree in written notice to terminate this MOU2) Except the Parties agree to extend the period, the Purchase and the Company are not able to enter into the SPA within 30 days from the date of this MOU
Governing law	: Law of Thailand

3.2 Transaction Size

According to the MOU, the sale and purchase price is Baht 12.0 per share. The Purchaser has agreed to pay to the Company on the Completion Date Baht 7,765.9 million. The Company has calculated the transaction size of the Transaction under the Acquisition and Disposition Notifications based on the reviewed financial statements of the Company and SF for the first quarter of 2021 ended March 31, 2021, the details of which are as follows:

- (1) Calculation under the net tangible asset (NTA) value criterion:

$$\begin{aligned} \text{Transaction size} &= \frac{(\text{NTA of SF} \times 30.4\%) \times 100}{\text{NTA of the Company}} \\ &= \frac{(\text{Baht } 14,786.4 \text{ million} \times 30.4\%) \times 100}{\text{Baht } 6,100.1 \text{ million}} \\ &= 73.6\% \end{aligned}$$

- (2) Calculation under the net profit from operating results criterion:

This criterion is not applicable as the Company has suffered from net operating loss.

- (3) Calculation under the total value of consideration criterion:

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Total value of consideration paid} \times 100}{\text{Total assets of the Company}} \\ &= \frac{\text{Baht } 7,765.9 \text{ million} \times 100}{\text{Baht } 17,937.9 \text{ million}} \\ &= 43.2\% \end{aligned}$$

- (4) Calculation under the equity issued as consideration for the assets criterion:

This criterion is not applicable as no new share of the Company will be issued as consideration.

Transaction Size Calculation Summary

Calculation Criteria	Transaction Sizes (%)
1. Net tangible asset (NTA) value	73.6
2. Net profit from operating results	Not applicable
3. Total value of consideration	43.2
4. Value of equity issued as consideration for the assets	Not applicable

The transaction size of such Transaction calculated based on the net tangible asset (NTA) value criterion, which gives the highest transaction value, is equivalent to 73.6%. In addition, the Company has not had any other disposition transactions within the past six months prior to the date of the Board Directors' Meeting No. 3/2021.

The Transaction, therefore, is deemed a Class 1 transaction, i.e. a transaction whose transaction size is equivalent to or more than 50.0%, but less than 100.0%, where the Company is required to disclose information on the Transaction to the SET, obtain approval from a shareholders' meeting of the Company with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders, and appoint an independent financial advisor to provide an opinion on the Transaction and submit such opinion to the SEC Office, the SET and the shareholders of the Company for their consideration. In this regard, the Company has appointed KGI Securities (Thailand) Public Company Limited as the independent financial advisor.

4. Details of Assets Disposed

Upon completion of the Transaction, the Company will not hold any SF shares. Key information on SF is as follows:

Name	: Siam Future Development Public Company Limited
Type of business	: Shopping center development and management by focusing on open-air shopping center
Registered address	: Esplanade Ratchadapisek Shopping Center Building 99 Ratchadapisek Road, Dindaeng Sub-District, Dindaeng District, Bangkok
Registered capital	: Baht 2,131.9 million
Paid-up capital	: Baht 2,131.9 million

4.1 Nature of Business

SF was incorporated in 1994 to operate shopping center development and management by focusing on open-air shopping center. Presently, SF owns 18 operating projects with the total gross leasable area of 430,628 sq.m.

Type of Shopping Center	Number of Shopping Centers	Name of Shopping Centers
Neighborhood Center	7	1. Market Place Bangbon 2. Market Place PrachaUtiti 3. Market Place Sukaphiban 3 4. Market Place Thonglo 5. Market Place Nanglinchee 6. Market Place Nawamin (Sukapiban 1) 7. Market Place Dusit
Lifestyle Center	6	1. J Avenue Thonglor 2. La Villa Ari 3. The Avenue Chaeng Watthana 4. Pattaya Avenue 5. The Avenue Ratchayothin 6. Nawamin City Avenue
Power Center	2	1. Petchkasem Power Center 2. Ekkamai Power Center
Stand-Alone Retail Store)	1	Mengjai
Entertainment Center	1	Esplanade Ratchadapisek
Super Regional Mall	1	Megabangna
Total	18	

4.2 Key Financial Information

The following table presents key financial information of SF for the years ended December 31, 2018-2020 and the first quarter of 2021 ended March 31, 2021.

Financial Position¹

Details	Unit: Baht million			
	31 Mar 2021	31 Dec 2020	31 Dec 2019	31 Dec 2018
Cash and cash equivalents	291.3	89.0	53.3	51.0
Trade and other receivables	104.9	111.2	189.8	122.7
Finance lease receivables	411.4	427.2	453.1	530.5
Investments in joint ventures	9,977.3	9,948.5	8,653.8	7,082.8
Investment property	13,917.5	13,693.2	11,745.3	11,250.1
Total Assets	24,992.5	24,563.0	21,369.9	19,375.3
Short-term borrowings from financial institutions	1,160.0	910.0	379.8	859.8
Trade and other payables	604.5	255.8	203.5	320.9
Other current liabilities	208.8	277.8	233.2	241.4
Unearned rental and service income	584.3	553.8	575.8	400.5
Long-term borrowings	1,991.8	2,131.0	2,008.8	1,675.8
Deposits received from customers	530.2	523.8	533.6	499.0
Deferred tax liabilities	1,336.0	1,321.8	1,167.6	1,139.2
Liabilities on land leases	2,443.0	2,347.5	1,734.1	1,594.8
Total Liabilities	8,931.6	8,390.0	6,909.0	6,782.9
Issued and paid-up share capital	2,131.9	2,131.9	2,131.9	1,776.6
Share premium	634.0	634.0	634.0	634.0
Legal reserve	213.2	213.2	213.2	177.7
Unappropriated retained earnings	11,837.7	11,957.0	10,374.5	8,910.9
Non-controlling interests	1,244.5	1,237.3	1,108.0	1,093.6
Total Equity	16,060.9	16,173.0	14,460.9	12,592.4

¹ Total in table may not sum-up to line items, as only key balance sheet line items are shown.

Operating Results

Details	Unit: Baht million			
	31 Mar 2021	31 Dec 2020	31 Dec 2019	31 Dec 2018
Rental and services income	272.0	1,101.8	1,499.4	1,390.6
Other income	9.0	39.2	51.0	72.0
Share of profit from joint ventures	225.7	1,523.4	1,767.9	1,222.3
Total revenues	506.8	2,664.4	3,318.3	2,684.9
Total expenses	(151.5)	(191.7)	(1,098.6)	(541.8)
Profit before finance costs and income tax	355.3	2,472.7	2,219.7	2,143.1
Finance costs	(22.3)	(90.1)	(96.1)	(74.9)
Income tax	(18.7)	(169.8)	(71.6)	(172.0)
Profit for the period	314.3	2,212.9	2,052.0	1,896.2
Profit attributable to owners of the parent	307.0	2,083.3	2,031.4	1,653.7
Profit attributable to non-controlling interests	7.2	129.6	20.6	242.5

4.3 Board of Directors and Shareholders

Board of Directors

SF Board of Directors as of June 29, 2021 are as follows.

1.	Mr. Oranop	Jantaraprapa	Chairman
2.	Mr. Pongkit	Suttapong	Vice Chairman
3.	Mr. Nopporn	Witoonchart	Director and Chairman of Executive Committee
4.	Mr. Somnuk	Pojkasemsin	Director and President
5.	Mr. Kittinanth	Sumruatruamphol	Director and Chief Financial Officer
6.	Mr. Vicha	Poolvaraluck	Director
7.	Mr. Verawat	Ongvasith	Director
8.	Ms. Thitapat	Issarapornpat	Director
9.	Ms. Nantiya	Montriwat	Chairman of the Audit Committee and Independent Director
10.	Ms. Sabaithip	Suntaros	Member of the Audit Committee and Independent Director
11.	Mr. Vorawit	Chailimpamonti	Member of the Audit Committee and Independent Director
12.	Mr. Chai	Jroongtanapibarn	Independent Director

Remarks

- a) Directors No. 6-7 are directors of the Company.
- b) Director No. 12 is an independent director of the Company.
- c) Director No. 8 is the management of the Company.

Shareholders

The top 10 major shareholders as listed in the shareholders' registration as at June 25, 2021 are as follows:

Name of Shareholders	Number of Shares	%
1. Major Cineplex Group Public Company Limited	647,158,471	30.4
2. Lucky Securities, Inc.	172,393,639	8.1
3. Mr. Nopporn Witoonchart	131,829,073	6.2
4. Mr. Pongkit Suttapong	122,814,184	5.8
5. Mr. Suttikul Jiratiwat	93,828,720	4.4
6. Morgan Stanley & Co. International Plc.	70,800,000	3.3
7. Ms. Thanjira Pojkasemsin	50,892,630	2.4
8. Thai NVDR Co., Ltd.	40,336,569	1.9
9. Ms. Gasinee Witoonchart	37,663,200	1.8
10. Ms. Paopilas Hemwachirawarakorn	34,000,000	1.6
Total	1,401,716,486	65.7
No. of ordinary shares	2,131,920,931	100.0

Remark

None of the above shareholders is a connected person of the Company.

5. Total Value of Consideration and Payment Terms

5.1 Total Value of Consideration

The total value of consideration for the Transaction will be Baht 7,765.9 million as detailed in item 3.2.

5.2 Payment Terms

The Company will receive the total consideration within the time stipulated by law when the big lot transaction is executed which is expected to be August 30, 2021.

6. Value of Assets Disposed

The value of SF shares to be sold as a result of the Transaction will be same amount as the total value of consideration as detailed in item 5.1.

7. Basis Used to Determine the Value of Consideration

The basis used to determine the value of consideration for the Transaction included the following factors:

1. the fair value of SF; and
2. the price negotiated and agreed between the Company and the Purchaser.

8. Expected Benefits for the Company

It is expected that the Transaction will benefit the Company in the following ways:

1. Realization of post-tax gain from sale of SF shares of approximate Baht 2,824 million.

2. Improved performance due to lower finance costs as a result of partial debt repayment funded by the proceeds from this Transaction.
3. Lower debt to equity ratio, in accordance with partial debt repayment, resulting in a better financial flexibility which will help support business expansion including any business opportunities in the future.

9. Usages of Funding

1. To gradually repay debt of approximate Baht 5,300 million.
2. To fund business expansion of approximate Baht 265 million.
3. To reserve as working capital of approximate Baht 2,200 million.

10. Opinion of the Board of Directors

The Board of Directors unanimously resolved to approve the Transaction since the Board of Directors considered and viewed that the Transaction was appropriate, reasonable, and beneficial to the Company and its shareholders in the long run given the reasons already described in item 8 above.

11. Opinion of the Audit Committee

The Audit Committee did not have a different opinion from that of the Board of Directors as mentioned in item 10 above.