



Registration No. 0107554000101

October 28, 2020

**Subject:** Notification of Change in Amalgamation of Subsidiary Companies and Associated Companies in B2B Business Group

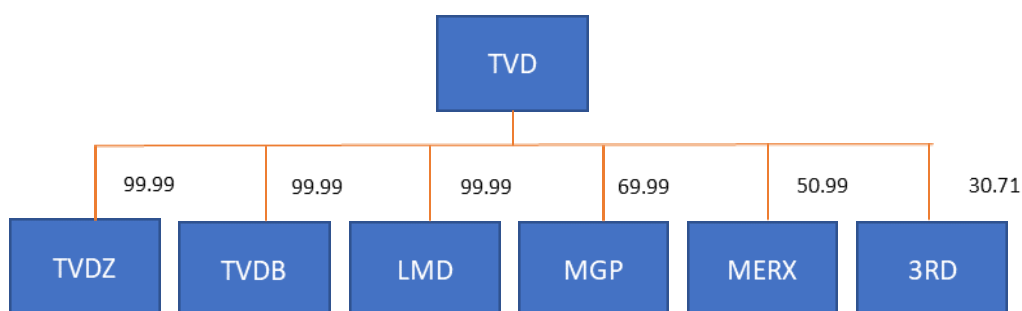
**To :** President  
Stock Exchange of Thailand

Reference is made to the resolution of meeting of the Board of Directors No.7/2020 on July 23, 2020 of TV Direct Public Company Limited (“**Company**”) that has resolved to approve to amalgamate Subsidiary Companies with Associated Companies in Business to Business (B2B) Group according to Company and Partnership law under Civil and Commercial Code, to total 7 companies, namely (1) TVD Services Co., Ltd., (2) TVD Broker Co., Ltd., (3) Last Mile Direct Co., Ltd., (4) Magik Pivot Co., Ltd., (5) MERX 915 Co., Ltd., (6) Global One Corporation Co., Ltd., and (7) 3-RD Co., Ltd., in order to re-arrange the structure and management of B2B group to be more convenient administer, reduce operation cost, reduce trading or service transactions between related parties, gain business advantage and increase opportunity of growth in the future and utilize the existing resources of each company to be more efficiently.

Due to the change of investment in Global One Corporation Co., Ltd. that impacts the amalgamation of Subsidiary Companies and Associated Companies in B2B Group, therefore, the Company would like to notify such change as follows:

1. The Company no longer holds shares in Global One Corporation Co., Ltd. (“**GBO**”) which engages in business of distribution of supplementary food, health supplement and beverage through multi-level marketing, established on October 29, 2019, has registered capital Baht 15,000,000, divided into 150,000 shares with the value of Baht 100 each. The Company holds shares of GBO at the ratio of 60 percent of total voting right (including 1 share held by director of the Company). This is because the turnover of GBO did not achieve the target as planed due to the pandemic of COVID-19 and the Company plans to establish distribution center (Hub), Retails and Call Center in Chiangmai. Therefore, the Board of Directors of the Company resolved to approve the purchase of 3 plots of land, having area 48 square-wah together with shophouses from Mr. Suthep Yuenyongvithayakul and transfer all GBO’s shares held by the Company being as partial consideration of such land and building. The rest of purchase price will be paid by cash. In such case, GBO shall be ceased from being a subsidiary company of the Company and the Company is unable to amalgamate GBO with another 6 Subsidiary Companies and Associated Companies.

Summary of share structures of Subsidiary Companies and Associated Companies before amalgamation (Excluded GBO)



After the amalgamation of Subsidiary Companies and Associated Companies of the Company, the Company will establish new company with registered capital of Baht 275,000,000 (equal to total registered capital of 6 companies), divided into 2,750,000 shares with the value of Baht 100 each. As a result, the new company shall obtain all existing rights, duties and obligations of the Subsidiary Companies and Associated Companies according to the law governing amalgamation.

After the amalgamation, the share structure of new company shall be as follows:

Shareholders of New Company	Number of Shares	Ratio of Shares
TV Direct PCL.	212,598,800	77.31
Suwannahongse 55 Co., Ltd.	20,000,000	7.27
Soft Debut Co., Ltd	8,999,900	3.27
Mr. Songpol Shanmatkit	7,000,400,	2.55
The Answer Co., Ltd.	4,899,900	1.78
Other minor shareholders	21,201,000	7.82
<b>Total</b>	<b>275,000,000</b>	<b>100.00</b>

2. Apart from the above change, the Company would like to notify that a subsidiary company of the Company which is TVD Broker Co., Ltd. is requesting a private letter ruling from the Office of Insurance Commission (“OIC”) whether the new company which established after amalgamation shall obtain the right under broker licenses of TVD Broker Co., Ltd or not. If OIC decides that the new company will obtain all rights and obligations of TVD Broker Co., Ltd. according to law, all 6 Subsidiary Companies and Associated Companies shall be amalgamated as per the business plan as notified previously. But if OIC decides that the new company is unable to obtain the right under broker licenses of TVD Broker Co., Ltd., the new company must apply for a new broker license with OIC. This decision may cause the change in the amalgamation procedure of 6 Subsidiary Companies and Associated Companies. The Company will notify the progress and inform the change to SET again upon obtaining the result from OIC.

Please be informed accordingly.

Yours Sincerely,

(Mr. Wichian Manapongpun)

Company Secretary