



No. AP 0018/65

12th October 2022

Subject: Investment in Dek-D Interactive Co., Ltd.
To: President
The Stock Exchange of Thailand
Enclosure: Summary of the Investment in Dek-D Interactive Co., Ltd.

Pursuant to that the Board of Directors' Meeting No. 1/2022 held on 23 February 2022 of Amarin Printing and Publishing Public Company Limited (the “**Company**”) and the Meeting of Executive Committee No. 5/2022 held on 30 May 2022, have resolved in principal to approve Amarin Book Center Co., Ltd. (“**ABOOK**”), a subsidiary company whose 99.99% total issued shares are held by the Company, operating the business relating to the distribution of printing media and digital content, to subscribe the newly increased ordinary shares and to purchase the existing shares in Dek-D Interactive Co., Ltd. (“**DDI**”) in total amount of 51% of the total shares in an amount of not exceeding Baht 204.00 million. Currently, DDI has operated businesses relating to education, providing content services through various platforms and advertising business mainly on www.dek-d.com having continuously operated for more than 23 years. The Board of Directors of the Company is of the opinion that the investment in DDI will benefit the Company as DDI has an experience in educational-related business and content service, including having concrete customer base, which could be synchronized with the current businesses of the Company.

The Company wishes to notify that on 12th October 2022, ABOOK has completed the negotiation of all terms and conditions with relevant parties and has executed the Share Subscription Agreement and Share Sale and Purchase Agreement, which details are as shown in the Summary of the Investment in Dek-D Interactive Co., Ltd.

The investment in DDI is considered as an asset acquisition transaction (“**Asset Acquisition Transaction**”) pursuant to the Notification of Capital Market Supervisory Board No. Tor Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (including any amendment thereto) 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 Assets B.E. 2547 (2004), dated 29 October 2004 (including any amendment thereto) (collectively referred to as the “**Notifications on Acquisition or Disposal of Assets**”). The acquired transaction has the highest transaction size equal to 3.49% of total net asset of the Company as calculated by applying the value of total consideration basis, based on the reviewed consolidated financial statements of the Company for the six-month period ended 30 June 2022 and the audited financial statements of DDI for the year 2021, ended 31 December 2021. The Company has not entered into any other acquisition of asset transactions during the past 6 months. Such transaction has a transaction size lower than 15% of the Company’s assets, therefore, the Company is not obliged to prepare and disclose the information memorandum on such transaction to Capital Market Supervisory Board under the Notifications on Acquisition or Disposal of Assets and such transaction is non-connected party transaction.

Please be informed accordingly.

Yours Sincerely,



(Mrs. Rarin Utakapan Punjarungroj)
Group Chief Executive Officer



Enclosure
Summary of the Investment in Dek-D Interactive Co., Ltd.

1. Investment in Dek-D Interactive Co., Ltd.

ABOOK has entered into the Share Subscription Agreement and Share Sale and Purchase Agreement by which the purchase of shares shall be divided into 2 times, totaling of 51% of the issued shares at the amount of not exceeding Baht 204.00 million. Details are as follows:

Increased Shares Issuer	Dek-D Interactive Co., Ltd.
Seller	a) Mr. Waroroj Rojana b) Mr. Napasohg Santisuntornkun c) Mr. Sorawong Dararaj and d) Chatrity Private Limited, a company incorporated under the laws of Singapore.
Subscriber and Purchaser	Amarin Book Center Co., Ltd.
Acquired Asset	<p>1st Investment:</p> <p>1. 1,111 newly issued shares, representing 10.00% of the total shares after capital increase registration; and</p> <p>2. 1,678 existing ordinary shares, representing 15.10% of the total shares after capital increase registration.</p> <p>After the 1st investment, total shares held by ABOOK in DDI shall be 25.10% of the total shares after capital increase registration.</p> <p>2nd Investment:</p> <p>2,878 existing ordinary shares, representing 25.9% of the total shares after capital increase registration.</p>
Investment Value	<p>1st Investment:</p> <p>Investment Value for subscription of newly issued shares of Baht 30.00 million and Investment Value for purchasing the existing ordinary shares of Baht 45.30 million.</p> <p>A total investment value for the 1st investment is Baht 75.30 million.</p> <p>2nd Investment:</p> <p>In the range of Baht 30.00 million to Baht 128.70 million, pursuant to the operation results of DDI for year 2022 and 2023.</p>
Determination Method of Investment Value	The investment value was determined by negotiations between the Parties thereto whereby the Company has compared with other different business valuation methods i.e., discounted cash flow and Enterprise Value per EBITDA ratio (EV/EBITDA) which are generally accepted valuation methods.
Expected Date of Transaction	<p>1st Investment: Within the fourth quarter of the year 2022 or any other date as agreed between the Purchaser and the Seller.</p> <p>2nd Investment: Within June 2023 or any other date as agreed between the Purchaser and the Seller.</p>



2. General Information of Dek-D Interactive Co., Ltd.

Type of Business	DDI carries on the business of 1) educational-related business such as organizing events, organizing mock-up examination on site and through online platform including selling tutoring courses 2) content services business through various platforms such as website and application and 3) advertisement business
Register Address	No. 152 Chartered Square 29 th floor, North Sathorn Road, Silom Sub-District, Bangrak District, Bangkok
Paid-up Share Capital	1,000,000 Baht
Director	1. Mr. Waroroj Rojana 2. Mr. Napasohg Santisuntornkun 3. Mr. Sorawong Dararaj

Summary of the Financial Position and Operating Performance of DDI

Summary of the Financial Position	2020 (Million Baht)	2021 (Million Baht)	Summary of the Operating Performance	2020 (Million Baht)	2021 (Million Baht)
Total Assets:	57.57	70.77	Sales and Service Revenue:	152.13	189.82
Total Liabilities:	39.61	52.62	Other Revenue:	1.91	1.77
Total Shareholders' Equity:	17.96	18.15	Cost of Goods and Service:	118.53	160.85
			Service and Management Expense:	32.19	32.70
			Profit (Loss) from Operating:	3.32	(1.96)
			Net Profit (Loss)	3.48	(1.99)
			Total Net Profit	6.29	0.20