

(7) Basis used to determine the value of consideration

The Bid Transaction

Value of share in the Target Company is determined based on discount cash flow approach and methodology commonly used to determine the enterprise value of the company by taking into consideration required return from investment such as weighted average cost of capital (WACC), terminal value and also considered past performance, financial position, transactions comparable, return on investment and the potential of the Target Company's business which may generate continuously revenues in future. The enterprise value is then deducted by net financial debt (financial debts less cash) of the Target Company to derive equity value and divided by number of fully diluted shares for a per share value basis. The value of share is compared to trading price of the shares which as at 4 June 2018 (the Board of Directors' meeting date) the closing price of Target Company was at 6.58 EUR per share. The Company also takes into account the requirements in relation to determination of offering price under securities laws and rules in the relevant jurisdictions. The offering price may be altered by value of shares in the Target Company or other relevant factors.

The Acquisition Transaction

Value of share in the Target Company is determined based on discount cash flow approach and methodology commonly used to determine the enterprise value of the company by taking into consideration required return from investment such as weighted average cost of capital (WACC), terminal value and also considered past performance, financial position, transactions comparable, return on investment and the potential of the Target Company's business which may generate continuously revenues in future. The enterprise value is then deducted by net financial debt (financial debts less cash) of the Target Company to derive equity value and divided by number of fully diluted shares for a per share value basis. The value of share is compared to trading price of the shares, as at 4 June 2018 (the Board of Directors' meeting date) the closing price of Target Company was at 6.58 EUR per share. The value of share is also based on the negotiation of the Share Sale and Purchase Agreement with Conditions Precedent between the Company and the Seller.

(8) Expected benefits for the Company

The Transaction is financially attractive with favorable upside potential from an improving European macroeconomic outlook, continued growth in travel and tourism in countries NH Hotel Group SA. operates in and continued cost and efficiency improvement plan currently executing by NH Hotel Group SA.'s management.

It also represents an opportunity for the Company to diversify portfolio by investing in strong and with-scale hotel platform with attractive presence across Europe with a collection of well-located, extremely difficult-to-replicate freehold and leasehold hotels in key gateway cities across Spain, Benelux, Central Europe and Italy.

Upon gaining control of Target Company, there are several synergies that MINT intends to enhance and accelerate to achieve strong financial results for both the Target Company and MINT. MINT will work within the Target Company's Board of Directors to explore further arms-length cooperation on cross-demand and cross-geography revenue improvement.

(9) Source of funds

Bridging facility from financial institutions for a period of 18 months at variable interest rate of EURIBOR plus margin. However, the Company has to maintain debt covenant at the level of not exceeding 1.75x. The Company may be refinanced in the future if deemed appropriate. This loan will not affect the rights of the Company's shareholders, including right of the shareholders to receive dividend.

However, should the tender offer result in shareholding of over the abovementioned debt covenant threshold, the Company will consider different alternatives to manage financial structure such as

disposal of some portion of shares in the Target Company to strategic partner(s) or financial partner(s) or issue perpetual bond for refinancing the loan from the financial institutions.

(10) Conditions for the Transaction

The Bid Transaction and the Acquisition Transaction are subject to occurrences of the following conditions:

- (1) the shareholders meeting of the Company resolves to approve the investment in the Target Company;
- (2) the Company has obtained sufficient financial support from financial institutions for the Bid Transaction and the Acquisition Transaction; currently, the Company already obtained the approval from financial institutions to support the transaction.
- (3) the Company has obtained clearance from the relevant antitrust authorities of Spain and Portugal.²

(11) The event where the connected persons hold shares in the business in which the Company will invest at 10% or more of the voting shares in such business

- None -

(12) Opinion of the Board of Directors in relation to the Transaction

The Board of Directors has considered information proposed by the Executive Committee and the legal counsel and is of the view that the Bid Transaction and the Acquisition Transaction will benefit the Company and support the Company's strength and potential of competitiveness in business operation, that it would create continuous and long-term revenues for the Company, and that the Bid Transaction and the Acquisition Transaction are reasonable and appropriate.

(13) Opinion of the Audit Committee and/or the Directors which is different from the opinion of the Board of Directors

The Audit Committee has considered the Bid Transaction and the Acquisition Transaction and has the view which is in line with that of the Board of Directors' opinion.

2. The responsibility of the director with respect to the information in documents sent to shareholders

The Board of Directors had reviewed the information in this memorandum with their best effort to access and according to the available information and certified that the information in this memorandum is correct and complete, no false information that might lead others to misunderstand or a lack of information that should be in essence.

3. Opinion of an independent expert

The Board of Directors resolved to appoint Avantgarde Capital Co., Ltd., a financial advisor approved by the Office of the Office of Securities and Exchange Commission, to be an Independent Financial Advisor to express opinion and facilitate the sufficiency information to shareholders on the acquisition of Assets of Bid Transaction and the Acquisition Transaction. Avantgarde Capital Co., Ltd., has no shareholding in and relationship with the Company. Permission of Avantgarde Capital Co., Ltd. for the disclosure of the opinion is stated in Independent Financial Advisor report, dated 16 July 2018 in Enclosure 3.

² Antitrust authorities include National Markets and Competition Commission (Comisión Nacional de los Mercados y la Competencia) ("CNMC") of Spain and Portuguese Competition Authority ("Autoridade da Concorrência") ("AdC") of Portugal.