

- Translation -

No. PB 237/2017

10 August 2017

Subject: Information on the investment of Master Standard Display Company Limited in JKJ Media Services Inc., Philippines

Attention: President
The Stock Exchange of Thailand

Plan B Media Public Company Limited (“Company”) would like to inform that the Board of Directors Meeting of the Company No. 5/2017, which held on 10 August 2017, approved the shares acquisition of Company’s subsidiary named Master Standard Display Company Limited which the Company holding 100 percent of shares to acquire 30 percent of the paid-up capital of JKJ Media Services Inc., Philippines as detailed below :

Date of Transaction: within quarter 3/2017

Name of the company: JKJ Media Services Inc., Philippines

Type of Business: To provide the out of home media advertising with the 46 large format billboard panels all over Philippines.

Registered Capital: 40,000,000 Peso Philippines

Paid Capital: 21,250,000 Peso Philippines by divided into 2,125,000 ordinary shares with the par value of 10 Peso Philippines each

Investment Value: Acquisition of 30 percent of the total paid-up capital of JKJ Media Services Inc. at the price based on enterprise value of 9.5 times of the Adjusted Company Audited 2018 Normalized Profit After Tax (NPAT). By acquiring such shares, Master Standard Display Company Limited will pay the security deposit in the amount of 21,500,000 Peso Philippines or 14,387,800 Baht (foreign exchange rate as of 10 August 2017 : PHP 1 per THB 0.6692) and will pay the remaining purchase price within 30 day after the completion of the 2018 audited financial statement. In addition, the total purchase price shall not exceed 216,000,000 peso Philippines or 144,547,200 Baht (foreign exchange rate as of 10 August 2017: PHP 1 per THB 0.6692) based on the commercial negotiation calculated by the multiple method. In case of the actual purchase price is lower than the paid security deposit, the sellers will refund the difference amount to Master Standard Display Company Limited.

Source of Fund: Internal operating cash flow

Purchasing of Shares: Master Standard Display Company Limited will acquire 637,500 shares from shareholders (not a connected person) in consideration of 30 percent of the paid shares capital.

Structure after the Shares Acquisition:

Shareholders	Prior the Transaction	%	After the Transaction	%
	No. of shares		No. of shares	
MJS Trading Inc.	1,360,000	64.00	1,402,500	66.00
Koh Swee Han	446,250	21.00	-	-
Lai Lin Chee	191,250	9.00	-	-
Susan C. Mangalindan	106,250	5.00	63,750	3.00
Mary N. Naig	21,250	1.00	21,250	1.00
Master Standard Display Co., Ltd.	-	-	637,500	30.00
Total no. of shares	2,125,000	100.00	2,125,000	100.00

Company Benefits: To expand out-of-home media business into Philippines with the experience and the expertise of JKJ Media Services Inc. in the Philippines market and regulations, together with their capability to acquire local clients in Philippines market. Therefore, the JKJ Media Services Inc. strength in Philippines market and a successful digital out-of-home media of the Company in Thailand, the Company will be able to certainly and rapidly expand the out-of-home media business into Philippines under minimal risk.

Summary of JKJ Media Services, Inc. Financial status:

Financial Statement (Unit : Thousand Peso Philippines)	Year 2016
Total asset	76,748
Total liabilities	10,048
Equity	66,700
Fully paid-up shares capital	15,000
Total revenues	63,221
Net profit	12,330
Earnings per share (PHP)	0.822

This above mentioned transaction was considered as the asset acquisition of which transaction size does not constitute the Company to fall within the disclosure requirement 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 Assets B.E. 2547 (2004) (as amended). In addition, this share acquisition transaction is not connected transaction and [the Company are not the related persons pursuant to the Notification of the Capital Market Supervisory Board No. TorChor.21/2551 Re: Rules on Connected Transactions](#) 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 (2003) (as amended). Nevertheless, the Company has duty to disclose the acquisition in other company [due to the acquisition exceed 10 percent of the total paid capital of the associated of the Company.](#)

Please be informed accordingly.

Yours sincerely,

(Pinijsorn Luechaikajohnpan, Ph.D.)

Authorized Director