

4 November 2015

Subject: Information on the investment of Master Standard Display Company Limited in Sanctuary Billboards Sdn. Bhd.

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. 9/2015, which held on 3 November 2015, 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 total issued shares of Sanctuary Billboards Sdn. Bhd. including the option to purchase additional 5 percent of the total issued shares of Sanctuary Billboards Sdn. Bhd. from the existing shareholder and the option to subscribe the additional shares to achieve an aggregate shareholding of 40 percent of the total enlarged issued shares capital of Sanctuary Billboards Sdn. Bhd. as detailed below:

Date of Transaction: Between the 4th quarter of 2015 and the 2nd quarter of 2018

Name of the company: Sanctuary Billboards Sdn. Bhd. (not a connected person)

Type of Business: Operating the advertising signboard media services in Malaysia which the company currently owns 17 erected billboard panels located in Kuala Lumpur and 5 additional billboard panels to be serviced in 2016 for advertising the contents and products.

Registered Capital: 1,000,000 Malaysia Ringgit (equivalent to 8,510,000 Baht based on the exchange rate of 8.51 Baht to 1 Malaysia Ringgit as of 14 October 2015 as the date of valuation of the transaction)

Paid Capital: 10,000 Malaysia Ringgit (10,000 shares from 1,000,000 shares)

Investment Value: 1. Acquisition of 30 percent of the total issued shares of Sanctuary Billboards Sdn. Bhd. at the price based on enterprise value of 7.5 times of the Adjusted Company Audited 2017 Normalised Profit After Tax (NPAT). By acquiring such shares, Master Standard Display Company Limited will pay the security deposit in the amount of 2,540,808 Malaysia Ringgit within the 1st quarter of 2016 and will pay the remaining purchase price within the 2nd quarter of 2018.

2. Option to acquire the additional 5 percent of the total issued shares of Sanctuary Billboards Sdn. Bhd. from the existing shareholder and option to subscribe the additional shares to achieve an aggregate shareholding of 40 percent of the total enlarged issued share capital of Sanctuary Billboards Sdn. Bhd. at the price based on enterprise value of 9 times of the Adjusted

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Company Audited 2017 Normalised Profit After Tax (NPAT) within the 2nd quarter of 2018.

In addition, the total purchase price shall not exceed 11,955,408 Malaysia Ringgit based on the commercial negotiation calculated by the discounted operating free cash flow, net of cash and debt of Sanctuary Billboards Sdn. Bhd. 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: Within the 1st quarter of 2016 Master Standard Display Company Limited will acquire 200 shares from Paul James Sapwell, 500 shares from Aloysius Lai Min Yun and 2,300 shares from Tahap Permata Sdn. Bhd. in the total of 3,000 shares in consideration of 30 percent of the paid shares capital.

Structure after the
Shares Acquisition:

Shareholders	Prior the transaction	%	After the transaction within year 2016	%
	No. of Shares		No. of Shares	
Aloysius Lai Min Yun	500	5	-	-
Tahap Permata Sdn. Bhd.	2,300	23	-	-
Paul James Sapwell	6,200	62	6,000	60
Yeo Mui Lien	1,000	10	1,000	10
Master Standard Display Company Limited	-	-	3,000	30
Total of Shares	10,000	100	10,000	100

Company Benefits: To expand out-of-home media business into Malaysia with the experience and the expertise of Sanctuary Billboards Sdn. Bhd. in the Malaysian market and regulations, together with their capability to acquire local clients in Malaysian market. Therefore, the Sanctuary's strength in Malaysian 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 Malaysia under minimal risk.

Summary of Sanctuary Billboards Sdn. Bhd. financial status:

Financial statement (Unit: Thousand Baht)	Year 2014
Total asset	84,853.2
Total liabilities	77,526.1
Equity	7,327.1
Fully paid-up shares capital	85.1
Total revenues	35,767.5
Net profit	5,429.4
Earnings per share (Baht)	542.9

The above mentioned transaction was considered as the asset acquisition according to the Notification of the Board of Governors of the Stock Exchange of Thailand re: the Disclosure and Other Acts of Listed Company concerning the Acquisition and Disposal of Assets B.E. 2547. However, the total size of the transaction including the asset acquisition during the past 6 months is less than 15 percent and no securities have been issued as considerations for the asset acquisition and the transaction was not considered as connected transaction pursuant to 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. Therefore, there is no requirement that this transaction must be approved by the shareholders meeting. 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,

(Pinijorn Luechaikajohnpan, Ph.D.)

Authorized Director