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No. PB 1235/2020

15 June 2020

Subject Notification of the Disposal of Assets, the Disposal of Shares in Atmos Sports Lab Company Limited

To President
The Stock Exchange of Thailand

We, Plan B Media Public Company Limited (“**Company**”) would like to inform that the Board of Director Meeting No.4/2020 which held on 12 June 2020 has approved Master Standard Display Company Limited (“**MSD**”), a 100 percent subsidiary of the Company, to dispose of ordinary shares in Atmos Sports Lab Company Limited (“**Atmos Sports Lab**”) in the amount of 129,499 shares at a par value THB 100 per share or 36.9 percent of total shares of Atmos Sports Lab. Atmos Sports Lab was an associated company which operating import and distribute sport and fashion goods under ATMOS shop brand. The total selling price of this transaction is THB 12,949,900. After the disposal of shares of Atmos Sports Lab held by the Company, Atmos Sports Lab will no longer be an associated of the Company.

The Company hereby informs the investors and the Stock Exchange of Thailand of the information on the transaction as following details:

Structure before and after the disposal of shares

Shareholders	Before Transaction	%	After Transaction	%
	No. of Shares		No. of Shares	
Atmos (Bangkok) Company Limited	178,500	51.0	307,999	87.9
Master Standard Display Company Limited	129,499	36.9	-	-
Other shareholders	42,001	12.1	42,001	12.1
Total number of shares	350,000	100	350,000	100

1. Date of Transaction

MSD will enter into a disposal of ordinary shares in Atmos Sports Lab in the amount of 129,499 shares at a par value THB 100 per share or 36.9 percent of total shares of Atmos Sports Lab, with the total selling price of THB 12,949,900. MSD is expecting to enter into a Share Purchase Agreement within Q3/2020.

2. Relevant Parties and Relationship with the Listed Company

Purchaser	Atmos (Bangkok) Company Limited
Seller	Master Standard Display Company Limited
Relationship with the Company	The Sellers, including their beneficiaries and/or ultimate shareholders, do not have any relationship with the Company. The Transaction, therefore, is not considered a connected transaction under the Notification of the Capital Market Supervisory Board No.TorChor.21/2551 Re: Rules on Connected Transactions

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	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) and this transaction has no business characteristics that may cause the conflict of interest.
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3. General Characteristics, Calculation of Transaction Size and Rationale for Entering into the Asset

3.1 General Characteristics of the Transaction

MSD, a 100 percent subsidiary of the Company, will enter into disposal of ordinary shares in Atmos Sports Lab Company in the amount of 129,499 shares at a par value THB 100 per share or 36.9 percent of total shares of Atmos Sports Lab. Atmos Sports Lab was an associated company which operating import and distribute sport and fashion goods under ATMOS shop brand with the total of selling price THB 12,949,900. After the disposal of shares of Atmos Sports Lab held by the Company, Atmos Sports Lab will no longer be an associated of the Company.

3.2 Calculation of Transaction Size

The calculation of transaction size based on the reviewed consolidated financial statements for nine-months period year ended on 31 December 2019 are as follows:

1.Value of the net tangible asset (NTA)	=	NTA of investment in the company x Proportion of assets acquired or disposed) x 100 / NTA of the listed company
	=	(34,472,273 x 0.369) x 100 / 5,750,026,545
	=	0.22
2.Calculation based on net operating profits	=	(Net operating profits of the investment x Buying or selling ratio) x 100 / Net operating profits of the listed company
	=	(-444,600 x 0.369) x 100 / 742,362,481
	=	-0.02
3.Calculation based on total value of consideration paid or received	=	Value of transaction paid or received x 100 / Total assets of listed company
	=	12,949,900 x 100 / 7,979,448,000
	=	0.16
4.Calculation based on value of equity shares issued for the payment of assets	=	It is not applicable to calculate due to the Company does not issue securities for the payment of assets

Size of the transaction by the highest value based on value of the net tangible asset method is equal to 0.22 percent. When taking into account all other asset acquisitions transacted during 6 months prior to the date the decision is made to enter into the transaction, total size of the size of the said transactions by the highest value based on value of the net tangible asset method is equal to 0.22 percent

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and as a result is classified under clause 3 Transaction which is the valued less than 15 percent pursuant to the Notifications on Acquisitions or Dispositions.

Therefore, this transaction does not comply with the Notification of the Capital Market Supervisory Board No. ThorJor.20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition 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 Connected Transactions, B.E. 2004.

4. Total Considerations

The transaction value equals of not exceeding to THB 12,949,900 in the total amount of 129,499 shares at a par value THB 100 per share of the share of Atmos Sports Lab.

5. Expected Benefits for the Listed Company

The Company believes that this transaction result in benefits to the Company and shareholders.

6. Source of Funds

Internal Cash Flow

7. Entering into Transaction with a company in which the parties connected to the Company hold 10 percent or more of total voting rights

- None -

8. Opinion of the Board of Directors on the Transaction

The Board of Director and The Audit Committee has considered and opined that this transaction is reasonable and beneficial to the Company and shareholders in the long run.

9. Opinion of the Audit Committee and/or directors of the Company that differs from that of the Board of Directors

- None -

Please be informed accordingly

Yours sincerely,

-Pinijsorn Luechaikajohnpan-
(Pinijsorn Luechaikajohnpan, Ph.D.)
Authorized Director