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No.PB798/2019

15 May 2019

Subject: Disclosure of Information Memorandum concerning asset acquisitions of the Company and subsidiaries
To: President
 The Stock Exchange of Thailand

We, Plan B Media Public Company Limited (the “Company”), hereby inform you that the resolution of the Board of Directors No.3/2019 held on 14 May 2019 approved Master Standard Display Company Limited (“MSD”), a 100% subsidiary of the Company to acquire 70 percent of the total issued shares of Splash Media Public Company Limited (“**Splash**”) for expanding the Out-of-home media advertising especially in Static Media, which are considered an asset acquisition pursuant to 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 Acquisition or Disposition of Assets, 2004.

The transaction size accounts for 3.24 percent of the net profits combining with accumulated transaction size from other acquisitions within six months before this transaction, the total aggregate transaction size is 3.24 percent of total net profits. The transaction is categorized as Class 3 Transaction, which is valued less than 15 percent. Therefore, this transaction doesn’t comply with 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 (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 which causes such this company to be subsidiary of the Company.

1. Transaction Date

The Board of Directors’ Meeting No.3/2019 of the Company held on May 14, 2019 resolved to approve the share acquisition in Splash Media Public Company Limited by 70 percent to expanding out-of-home media advertising especially in Static Media. The completion of this transaction is expected to take place within the second quarter of the year 2019.

2. Relevant Parties and Relationships with the Listed Company

Purchaser	Master Standard Display Company Limited
Sellers	Looker Media Company Limited which are also shareholder of Splash Media Public 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

	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 and Transaction Size

3.1 General Characteristics

Acquisition the share of Splash Media Public Company Limited by 70 percent, the total share of the investment is 126,000,000 shares at Baht 1.276 per share with total value of the investment is 160,776,000 Baht, to expand the out-of-home media advertising especially in Static Media.

3.2 Transaction Size

Acquisition the share of Splash Media Public Company Limited by 70 percent, the total value of the investment is 160,776,000 Baht for expand the out-of-home media advertising especially in Static media which is considered as an asset acquisition pursuant to the Notifications on Acquisitions or Dispositions, whereby size of the transaction by the highest value based on net profit considerations method is equal to 3.24 percent in comparison with consolidated financial statements of the Company and subsidiaries for the fiscal period ending 30 June 2018 to 31 March 2019.

Size of the transaction by the highest value based on net profit considerations method is equal to 3.24 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 net profit considerations method is equal to 3.24 percent 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.

Summary of transaction sizes during 6 months are set out as follows:

unit : million baht

Summary of transaction sizes during 6 months	Date of decision to enter into transaction	Value applied to calculation of transaction	The Highest Value based on net profit considerations method (percentage)
1) Atmos Sports Lab Co., Ltd.	21 Dec 2018	1.85	0.00
2) Atmos Apparel Co., Ltd.	21 Dec 2018	2.25	0.00
3) Digital Factory Co., Ltd.	21 Dec 2018	5.00	0.00
4) Sign Work Media Co., Ltd.	21 Dec 2018	1.00	0.00
5) BL Falcon Pte. Ltd., Singapore	28 Feb 2019	17.71	0.00
6) Splash Media PCL.	14 May 2019	160.78	3.24
Total		188.59	3.24

4. Detail of the asset to be acquired

The Company acquired the share of Splash Media Public Company Limited. Preliminary details of the concerned invested are set out as follows:

General Characteristics	Splash Media Public Company Limited is the out-of – home media advertising provider which has provided static media, large size billboards totally 79 sides (55 sites)
Incorporation Date	29 April 2009
Authorized Capital	180,000,000 Baht
Paid up Capital	180,000,000 Baht
Board of Directors	During the process of appointing directors after the transaction, MSD has the right to represent 3 directors of Board of Directors composition. The Company stresses on the transparency of all transactions while they must be for the best interest of the Company and also transactions with possible conflict of interest, related party transactions or intra-company transaction according to good corporate governance principles as stipulated by the Stock Exchange of Thailand and the Securities and Exchange Commission.
Related Person	The seller in not a connected person of the Company

Structure before and after the shares acquisition

Shareholders	Before the Transaction	%	After the Transaction	%
	No. of share		No. of share	
Looker Media Co., Ltd.	179,999,998	100.00	53,999,998	30.00
Mr.Polasit Jirakitkul	1	0.00	1	0.00
Mr.Nandhapon Patpongpanit	1	0.00	1	0.00
Master Standard Display Co., Ltd.	-		126,000,000	70.00
Total share	180,000,000	100.00	180,000,000	100.00

Summary of Splash Media Public Company Limited Financial Status

Financial Statement (Unit : Thousand Baht)	Year 2017	Year 2018
Total asset	141.1	164.1
Total liabilities	26.8	19.4
Equity	114.3	144.7
Fully paid-up shares capital	180.0	180.0
Total revenues	94.7	103.8
Net profit	14.9	30.4

5. Total Considerations

The transaction value not exceeding 160,776,000 Baht

6. Value of the Acquired Assets

Value of the assets acquired in relation is the investment value of not exceeding 160,776,000 Baht as mentioned in clause 3.2 Re: Transaction Size

7. Basis of Determining Value of Considerations

Basis of Determining Value of Considerations is the agreed price is based on financial performance in the past at the price based on enterprise value of 7.5 times of net profit year 2018, concerning the return on investment.

8. Expected Benefits for the Listed Company

The Company believes that this transaction result in benefits to the Company and shareholders in various aspects such as;

- To expand the out-of-home media advertising especially in Static Media.
- To generate the Long-term outcome for our shareholders and the company.

9. Source of Funds

Internal Cash Flow

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

- None -

11. 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.

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

- None -
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