

No. PB 165/2018

14 February 2018

Subj The Investment in W.P.S. Media Company Limited (additional information)
 To President
 The Stock Exchange of Thailand

Plan B Media Public Company Limited (the “Company”) would like to inform that Board of Directors Meeting of the Company No. 8/2017 on 20 December 2017 approved Master Standard Display Company Limited, a 100% subsidiary of the Company, to subscribe new shares in W.P.S.Media Company Limited (W.P.S) which is an airport media operators. The details are as follows:

1. Date of Transaction

Master Standard Display Company Limited had entered into a share subscription agreement for newly issued ordinary shares and registered capital increase completely in January 2017

2. Relevant Parties and Relationship with the Listed Company

Purchaser	Master Standard Display Company Limited
Seller	W.P.S. Media 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.

3. General Characteristics and Transaction Size

The Company subscribed for newly issued ordinary shares in the amount of 30,000 shares or 50% of total registered shares of W.P.S. with the total investment amount of THB 3,000,000.

Size of the transaction by the highest value based on total considerations method is equal to 0.07 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 total considerations method is equal to 9.09 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.

Therefore, this transaction doesn’t 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. Nevertheless, the Company has duty to disclose the acquisition in the new company which causes such this company to be subsidiary of the Company.

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 total considerations method (percentage)
1) MJS Trading Inc., Philippines	18 Sep 2017	144.55	2.34
2) SRPB Media Co., Ltd.	18 Sep 2017	9.00	0.22
3) Bangkok Metro Networks Limited	26 Jan 2018	262.21	6.46
4) W.P.S.Media Company Limited	14 Feb 2018	3.00	0.07
Total			9.09

4. Detail of the asset to be acquired

The Company acquired the share from W.P.S. Media Company Limited. Preliminary details of the concerned invested are set out as follows;

Company	W.P.S.Media Company Limited
General Characteristics	Provider of advertising media service in airports
Incorporation Date	24 November 2017
Registered Capital (Baht) and No. of Share (share)	Post- Transaction: THB 6,000,000 registered capital; 60,000 ordinary share with par value 100 Baht per share
Paid up Capital (Baht)	6,000,000
Board of Directors	The name of 3 directors after transaction as following: 1) Mr.Palin Lojanagosin 2) Mr.Pinijsorn Luechaikajohnpan 3) Mr.Possawat Suriyapong
Related Person	The seller in not a connected person of the Company

Structure after the shares acquisition

Shareholders	After the Transaction	%
	No. of share	
Mr.Possawat Suriyapong	15,000	25.00
Mrs.Penprapa Suriyapong	7,500	12.50
Mr.Wattana Suriyapong	7,500	12.50
Master Standard Display Company Limited	30,000	50.00
Total Share	60,000	100.00

5. Total Considerations

The transaction value equals to 3,000,000 Baht as per the par value of the share of W.P.S. Media Company Limited

6. Expected Benefits for the Listed Company

The Company believes that this transaction would result in benefits to expand the out-of-home media advertising in airport media sector.

7. Source of Funds

Internal Cash Flow

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

- None -

9. 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.

10. 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