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maco Master Ad Public Company Limited

Opinion of the Independent Financial Advisor on the Asset Acquisition, Issuance and Offering of the Newly Issued Ordinary Shares of the Company through a Private Placement which is a Connected Transaction and Entering into the Advertising Media Management and Service Agreement which is a Connected Transaction

20 December 2019



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Subject Opinion of Independent Financial Advisor on the Asset Acquisition, Issuance and Offering of the Newly Issued Ordinary Shares of the Company through a Private Placement which is a Connected Transaction, Entering into the Advertising Media Management and Service Agreement which is a Connected Transaction of Master Ad Public Company Limited.

To The Shareholders of Master Ad Public Company Limited

According to the Board of Directors's Meeting of Master Ad Public Company Limited ("MACO" or "the Company") No. 6/2019, held on October 30, 2019, the meeting approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2020 on January 9, 2020 ("EGM") to consider and approve the acquisition of assets, issuance and offering of newly issued ordinary shares through a Private Placement and enter into the Advertising Media Management and Service Agreement of Master Ad Public Company Limited with a connected person of the Company, details of which are as follows:

1. The acquisition of ordinary shares in Hello Bangkok LED Co., Ltd. ("Hello LED") from existing shareholder, i.e. Win Harvest International Limited ("WIN" or the "Seller") and/or any persons to be designated by the Seller, where such person is not a connected person of the Company, by purchasing 500,000 existing shares, equivalent to 50 percent of the total shares of Hello LED, at a purchase price of THB 3,900 per share, totaling THB 1,950,000,000 (the "Hello LED Shares Acquisition Transaction")
2. The issuance and offering of up to 1,080,000,000 newly issued ordinary shares, with a par value of THB 0.10 per share to PLANB at the offering price of THB 1.4381 per share, totaling THB 1,553,148,000, which is a securities offering through Private Placement (the "Issuance and Offering of the Newly Issued Ordinary Shares to PLANB Transaction")
3. The reduction of the Company's registered capital of THB 20,736,903.60 from the registered capital of THB 591,489,276.40 to THB 570,752,372.80 by cancelling unissued shares which are not allocated to accommodate the exercise of the warrants to purchase the newly issued shares of the Company No. 2 ("MACO-W2"), in amount of 207,369,036 shares, with a par value of THB 0.10 per share.

4. The amendment to Clause 4. Of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital.
5. The increase of the Company's registered capital of THB 108,000,000 from the registered capital of THB 570,752,372.80 to THB 678,752,372.80 by issuing 1,080,000,000 newly issued ordinary shares of the Company, with a par value of THB 0.10 per share, to accommodate the allocation of such shares to PLANB, which is an offering of newly issued shares through Private Placement, at an offering price of THB 1.4381 per share.
6. The amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital.
7. The allocation of 1,080,000,000 newly issued ordinary share of the Company, with a par value of THB 0.1 per share, to PLANB, at an offering price of THB 1.4381 per share.
8. The entering into the Advertising Media Management and Service Agreement to grant the rights to PLANB to manage all Out-of-Home advertising media in Thailand of the Company and/or its subsidiaries (the "Advertising Media Management and Service Agreement") with an aggregate consideration of THB 3,500,000,000 (by reference to a minimum guarantee thereunder)

(Source: Information Memorandum on Acquisition of Shares in Hello Bangkok LED Co., Ltd., which is an Assets Acquisition Transaction of the Company, Issuance and Offering of the Newly Issued Ordinary Shares of the Company through a Private Placement which is a Connected Transaction, Capital Reduction, Capital Increase, Entering into the Advertising Media Management and Service Agreement which is a Connected Transaction (Amended No.2))

In this regard, there are the agenda for the Independent Financial Advisor to give an opinion to propose in the Extraordinary General Meeting of Shareholders No. 1/2020 in which can be summarized as follows:

1. The Acquisition of Ordinary Shares in Hello LED

The Board of Directors' Meeting of the Company No. 6/2019, held on October 30, 2019 has passed a resolution to approve the acquisition of ordinary shares in Hello LED, a private limited liability company incorporated under the laws of Thailand which engages in static billboard and digital LED advertising media business, by

purchasing 500,000 existing shares with a par value of THB 100 per share, equivalent to 50 percent of the total shares of Hello LED, from existing shareholder, i.e. WIN and/or any persons to be designated by the Seller, at a purchase price of THB 3,900 per share, totaling THB 1,950,000,000.

The Transaction constitutes an acquisition of assets 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 Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended). The transaction size of the Transaction is 41.70 percent as calculated based on the total value of consideration criteria, which gives the highest transaction value. After computation of the foregoing with the transaction size of the Company's other acquisition transactions within the past 6 months prior to entering into Transaction, the total transaction size is equivalent to 46.64 percent.

Therefore, the Hello LED Shares Acquisition Transaction is deemed as a class 2 transaction under the Acquisition and Disposition Notifications, i.e. a transaction with a transaction size at or more than 15.00 percent but less than 50.00 percent, which requires the Company to disclose the information memorandum on the Transaction to the Stock Exchange of Thailand (the "SET") and send the circular notice to the shareholders of the Company within 21 days from the date that such information has been disclosed to the SET with the information pursuant to the Acquisition and Disposition Notifications. However, as the Company views that the Hello LED Shares Acquisition Transaction is a large transaction with high value and the Company wishes to enter into other transactions which are needed an approval from the upcoming shareholders' meeting of the Company. In addition, in order to give opportunity to shareholders to consider an appropriateness and take part in making the decision on the Transaction, therefore, it was deemed appropriate to propose to the upcoming shareholders' meeting of the Company to consider and approve the Hello LED Shares Acquisition Transaction. In this regard, the Company has appointed Grant Thornton Services Co., Ltd. ("GTSL" or "IFA") as the Independent Financial Advisor for entering into this transaction.

2. Issuance and Offering of Newly Issued Ordinary Shares through a Private Placement which is a Connected Transaction of Master Ad Public Company Limited



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The Board of Directors' Meeting of the Company No. 6/2019 held on October 30, 2019 has passed the resolution to propose the shareholders' meeting to consider and approve the issuance and offering of up to 1,080,000,000 newly issued ordinary shares, with a par value of THB 0.10 per share, equivalent to 19.96 percent of the total issued shares of the Company after the Company's capital increase, to Plan B Media Public Company Limited ("PLANB") at the price of THB 1.4381 per share (the "Offering Price"), totaling THB 1,553,148,000, which is a securities offering to specific persons (Private Placement) (the "Transaction"). In this regard, the Company will utilize the proceeds from the Transaction as a part of an investment in the acquisition of 500,000 ordinary shares of Hello LED with a par value of THB 100 per share, equivalent to 50 percent of the total issued shares of Hello LED (the "Share Acquisition of Hello LED Transaction").

In this regard, the Transaction is considered as an offering of newly issued shares through Private Placement with a specific offering price designated by shareholders and not considered as an offering of newly issued shares at the price below the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Listed Companies to offer Newly Issued Shares through Private Placement (as amended) (the "Private Placement Notification") as the Offering Price is not less than 90 percent of the market price. Therefore, this Transaction is required an approval from the shareholders' meeting of the Company where the resolutions must be passed by a vote of not less than three-fourths of the votes of the shareholders attending the meeting and having the right to vote, excluding the votes casted by shareholders having an interest in the matter from the calculation base. In addition, the Company will also have to obtain a permission from the Office of the Securities and Exchange Commission (the "SEC Office") prior to the issuance and offering to PLANB.

Nevertheless, in case the offering price of up to 1,080,000,000 newly issued ordinary shares to PLANB is a price below 90 percent of the market price, whereby the market price means the volume weighted average price of the Company's ordinary shares traded on the Stock Exchange of Thailand (the "SET") for not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the date on which the Company issues and offers the newly issued ordinary shares to PLANB, PLANB shall be restricted to sell any of the newly issued shares within the period of 1 year from the commencement date on which those shares are traded on the SET. However, upon completion of the first 6-month period of the trading of such newly

issued ordinary shares on the SET, PLANB may gradually sell of up to 25 percent of the total number of shares that are subject to the sale restriction, in accordance with the Notification of the Stock Exchange of Thailand Re : Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015) (as amended).

The Transaction also constitutes a connected transaction 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) (the “Connected Transaction Notifications”) as VGI Public Company Limited (“VGI”), a major shareholder of the Company, holding 33.17 percent of total paid-up shares of the Company as of August 23, 2019, holds 18.80 percent of total paid-up shares of PLANB as of November 14, 2019, resulting in PLANB being a connected person of the Company. The transaction size is equivalent to 98.67 percent of the net tangible assets (NTA) of the Company as appeared in the reviewed consolidated financial statement of the Company ending June 30, 2019, and after computing of the foregoing with the Company’s other connected transactions within the past 6 months including the entry into an Advertising Media Management and Service Agreement to grant the right to PLANB to manage advertising media in Thailand of the Company and/or the its subsidiaries (the “Advertising Media Management and Service Agreement”), which will be approved by the same shareholders’ meeting of the Company, the total connected transaction size is equivalent to 171.24 percent which is more than 3 percent of total NTA of the Company. In this regard, The Company has appointed GTSL to be the IFA for the entry into this Transaction.

3. Entering into the Advertising Media Management and Service Agreement to Grant the Rights to PLANB

The Board of Directors’ Meeting of the Company No. 6/2019 held on October 30, 2019 has passed the resolution to propose a shareholders’ meeting of the Company to consider and approve the Company and/or its subsidiaries to enter into the Advertising Media Management and Service Agreement to grant the rights to Plan B Media Public Company Limited (“PLANB”) to sell, market and manage all Out-of-Home advertising media in Thailand of the Company and/or its subsidiaries (the “Advertising Media Management and Service Agreement”), with an aggregate

consideration of THB 3,500,000,000 (by reference to a minimum guarantee thereunder) (the “Transaction”).

The Transaction constitutes a connected transaction 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 Governor 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) (the “Connected Transaction Notifications”). As VGI Public Company Limited (“VGI”), a major shareholder of the Company (holding 33.17 percent of total paid-up shares of the Company as of November 14, 2019), is also a major shareholder of PLANB (holding 18.80 percent of total paid-up shares of PLANB as of November 14, 2019), PLANB becomes a connected person of the Company. The transaction size is equivalent to 42.88 of Net Tangible Assets (NTA) of the Company as appeared in the reviewed consolidated financial statements of the Company for the accounting period ending June 30, 2019, and after computing the foregoing with other connected transactions of the Company within the past 6 months before the entry into the Transaction, including the issuance and offering of newly issued ordinary shares of the Company to PLANB which will be approved by the upcoming shareholders’ meeting of the Company, the total connected transaction size of the Company within the past 6 months is equivalent to 171.24 percent, which is more than 3 percent, of total NTA of the Company. In this regard, The Company has appointed GTSL to be the IFA for the entry into this Transaction.

The Board of Directors Meeting has appointed GTSL as the Independent Financial Advisor to propose the opinions to the Company’s shareholders to consider executing the transactions (“Whole Transaction”) as follows:

1. Assets Acquisition: Shares Acquisition of Hello LED
2. Connected Transaction: Issuance and Offering of Newly Issued Shares for Private Placement with Related Parties
3. Connected Transaction: Entering into the Advertising Media Management and Service Agreement to grant the right to PLANB who is the related person

GTSL is the Independent Financial Advisor (the “IFA”) approved by the Securities and Exchange Commission and independent from the Company. The IFA adheres to the Company’s information according to the details in Section 2: The IFA has no reasons to doubt that the received information lacks accuracy and completeness which may significantly affect



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the opinion rendered. This report is based on the current economic and market conditions as well as the information and documents received during the period of preparation of the IFA's opinion. In the event of significant changes to such information in the future, which may affect the opinion of the IFA, the IFA has no obligations to update, review or affirm the IFA's opinion.

The IFA has considered the appropriateness of the above information professionally and cautiously. The Appendix Section of this report is also a part of the IFA's opinions and it is the matters for the shareholders to consider it in the alignment with other parts of the report.

Shareholders of the Company should carefully study the details of the disclosure of information related to the transaction at this time, including the opinion of the Independent Directors, report of the IFA's opinion, along with the documents attached to an invitation letter of the Extraordinary General Meeting of Shareholders No. 1/2020 for consideration of the whole transaction.

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Glossary

Entities / Organization	Definition
Company or MACO or Business	Master Ad Public Company Limited
GTSL or IFA or Independent Financial Advisor	Grant Thornton Services Ltd.
SEC	The Securities and Exchange Commission
SET	The Stock Exchange of Thailand
IMF	International Monetary Fund
Hello LED	Hello Bangkok LED Co., Ltd.
HELLO BH	Hello Bangkok Holding Co., Ltd.
WIN	Win Harvest International Limited
PLANB	Plan B Media Public Company Limited
VGI	VGI Public Company Limited
EOA	Eye on Ads Co., Ltd.
Green Ad	Green Ad Co., Ltd.
LAND	Landy Development Co., Ltd.
Inkjet	Inkjet Images (Thailand) Co., Ltd.
OPP	Open Play Co., Ltd.
MTS	Multisign Co., Ltd.
COMASS	Comass Co., Ltd.
MOSB	MACO Outdoor Sdn. Bhd.
Eyeball	Eyeball Channel Sdn. Bhd.
TRAT	Trans.Ad Solution Co., Ltd.
TRAM	Transad Malaysia Sdn. Bhd.
ROC	Roctec Technology Limited
Parkway	Parkway Technology Limited
WINB	Winbliss System Co., Ltd.
GSG	Gold Star Group Co., Ltd.
VGM	VGI Global Media (Malaysia) Sdn. Bhd.
PBSB	Puncak Berlian Sdn. Bhd.
MUSB	Meru Utama Sdn. Bhd.
TCSB	Titanium Compass Sdn. Bhd.
AVA	PT Avabanindo Perkasa
VGI MACO	VGI MACO (Singapore) Pte. Ltd.

Others

Opinion of the Independent Financial Advisor	Opinion of the Independent Financial Advisor on the Asset Acquisition, Issuance and Offering of the Newly Issued Ordinary Shares of the Company through a Private Placement which is a Connected Transaction and Entering into the Right to Sell Advertising Agreement which is a Connected Transaction
Notification on Connected Transaction	The Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions as of 31 August 2551 (as amended) 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 of 19 November 2546 (as amended)
Notification on Acquisition or Disposal of Assets	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 as of 31 August 2551 (as amended) 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 as of 29 October 2547 (as amended)
Capital Asset Pricing Model (CAPM)	Capital Asset Pricing Model; the relationship between systematic risk and expected return
Price to Book Value Ratio Approach (P/BV Ratio)	Price to Book Value Ratio Approach
Price-to-Earnings Ratio Approach (P/E Ratio)	Price-to-Earnings Ratio Approach
Discounted Cash Flow Approach	Discounted Cash Flow Approach
Enterprise Value (EV)	Enterprise Value
Free Cash Flow to Firm (FCFF)	Free Cash Flow to Firm
Sum of the Parts	Sum of the Parts
Terminal Value	Terminal Value
Weighted Average Cost of Capital (WACC)	Weighted Average Cost of Capital
Sensitivity Analysis	Sensitivity Analysis

1. Executive Summary

Master Ad Public Company Limited ("MACO" or "Company" or "Business") is interested in purchasing ordinary shares of Hello Bangkok LED Co., Ltd. ("Hello LED"), a company that operates the static billboard advertising and digital LED media. The purchase of Hello LED's shares will make the Company the owner of the advertising media that reaches the target audience with better coverage and more accuracy. The Company expects to have a total investment budget of 1,950 million THB in the transaction to buy shares of Hello LED. The Company expects to use some of the funds from the issuance and offering of newly issued ordinary shares to Plan B Media Public Company Limited ("PLANB"), which is a connected person in the amount of 1,080,000,000 Shares at the offering price of 1.4381 THB per share, representing a total value 1,553,148,000 THB and the Company will use short-term loans that the Company has with financial institutions in the amount of 396,852,000 THB with the interest rates between 2.4-3.0% per annum. In addition, the Company plans to adjust its business practices from being an out-of-home media provider to be the owner of the media in Thailand and providing construction, procurement, installation and maintenance of such media only. The Company will grant the right to manage advertising media owned by the Company and its subsidiaries in Thailand to PLANB which is the expert in managing and selling advertising media as the operator. The Company will instead focus on developing and expanding the Out of Home Media business abroad. Therefore, the Company Board Meeting No. 6/2019, held on October 30, 2019, passed a resolution to propose to the Extraordinary General Meeting of Shareholders No.1/2020 to approve the purpose of restructuring of the Company as follows:

1. The purchase of ordinary shares of Hello Bangkok LED Co., Ltd. ("Hello LED") from the original shareholder, namely, Win Harvest International Limited ("WIN" or the "Seller") and/or the person designated by the seller, who is not a related person by purchasing 500,000 existing shares, representing 50.00% of the total shares of Hello LED at the price of 3,900 THB per share, a total of 1,950,000,000 THB. ("Transaction of the acquisition of Hello LED shares")
2. The issuance and offering of new ordinary shares in an amount not exceeding 1,080,000,000 shares, with a par value of 0.10 THB per plan to Plan B Media Public Company Limited ("PLANB") at the offering price of 1.4381 THB per share, representing a total value 1,553,148,000 THB, which is a private placement offering. ("The issuance and offering of new ordinary shares to PLANB")
3. Reduction of the registered capital of the Company in the amount of 20,736,903.60 THB from the original registered capital, amount 591,489,276.40 THB to be the registered capital of 570,752,372.80 THB by cutting out the ordinary shares that have not yet been issued and not issued to support the Warrants to purchase the ordinary shares of the Company No. 2 ("MACO-W2") in the amount of 207,369,036 shares, par value of 0.10 THB per share.
4. Approval of the amendment to Clause 4 of the Company Memorandum of Association in order to be in line with the Company registered capital reduction.

5. Increasing the registered capital of 108,000,000 THB from the previous registered capital of 570,752,372.80 THB to 678,752,372.80 THB, by the issuance of new ordinary shares of 1,080,000,000 shares, with a par value of 0.10 THB per share to support the allocation of the newly issued ordinary shares for sale to PLANB as private placement offering at 1.4381 THB per share.
6. Approval of the amendment to Clause 4 of the Company Memorandum of Association in order to be consistent with the increase in the registered capital of the Company.
7. Approval of allocation of newly issued ordinary shares in amount of 1,080,000,000 shares with a par value of 0.10 THB to PLANB at the price of 1.4381 THB per share
8. Entering the Advertising Media Management and Service Agreement to give PLANB the right to manage the Company and/or its subsidiaries advertising media in Thailand. ("Advertising Media Management and Service Agreement") with the contract value in the total amount 3,500,000,000 THB.

As for the implementation of the Company's Board Meeting No. 6/2019, on October 30, 2019, there is an agenda requiring the Independent Financial Advisor to provide opinions regarding the transaction in order to be presented at the shareholders extraordinary meeting No. 1/2020 for further consideration and approval as follows:

Summary of the Transactions Adhered to Opinion of the Independent Financial Advisor

No	Transaction	Nature of Transaction	Transaction Size
1	Shares Acquisition of Hello LED	Assets Acquisition Transaction	500,000 existing shares equivalent to 50 percent of the total shares of Hello LED at a purchase price of THB 3,900, totalling THB 1,950,000,000
2	Issuance and Offering of Newly Issued Ordinary Shares to PLAN B	Connected Transaction	No more than 1,080,000,000 shares with a par value of THB 0.10 to PLANB at a purchase price of THB 1.4381 per share, totalling THB 1,553,148,000
3	Entering into the Right to Selling Advertising Media Agreement to grant the right to PLANB	Connected Transaction	Under the contract period of 5 years, the total contract value is THB 3,500,000,000 (calculated from the minimum compensation value at 700 THB million for a period of 5 years).

The Board's meeting has appointed Grant Thornton Services Co., Ltd. ("GTSL" or "Independent Financial Advisor") as the Independent Financial Advisor to provide an opinion on 1) Entering into the acquisition of the ordinary shares of Hello LED, 2) Entering the connected transaction in the issuance and offering of the ordinary shares to PLANB, and 3) Entering into a connected transaction of the Advertising Media Management and Service Agreement to grant rights to PLANB (collectively referred to as "overall transaction").

1) Entering into a transaction to acquire ordinary shares of Hello LED.

The Independent Financial Advisor has an opinion on the justification of the acquisition of the ordinary shares of Hello LED that can be summarized as follows:

1. The purchase of ordinary shares of Hello LED which is a static billboard and digital media LED service company will increase the potential of the Company to be the owner of an advantageous advertising media with a large billboard location and LED screen that can be regarded as having installation points throughout the country. It will create an economy of scale that will result in reducing the operating costs for the entire company, especially marketing management expenses and selling expenses that will make the Company operations more efficient. The collaborations will provide better returns for the shareholders of the Company, both from the cooperation between the two companies and from the dividends to be received from Hello LED.
2. The purchase of ordinary shares of Hello LED has funding from the issuance of new ordinary shares to PLANB in the form of a private placement offering, which is a connected person. This will reduce the proportion of the shares of the former shareholders of the Company with the decrease of the control dilution equal to 19.96% and the reduction of earning dilution equal to 19.96% of the Company's voting rights and the Company will consider the use of short-term loans available with financial institutions. Therefore, the said fund mobilization causes increased debt and interest expenses. In addition, as the Company will acquire 50% of the Hello LED's shares and both will have 2 directors equally, therefore, the Company will not have control power.
3. The Company may be at risk of the uncertainty regarding the contract settlement, lack of control that can cause the Deadlock Matter, and not complying with the Town Planning Act because Hello LED's inkjet printing business is located in the orange area under the City Planning Act which states that all inkjet printing businesses are prohibited by law and may be forced to stop the printing service, which will affect the performance of Hello LED and the ability of Hello LED in the long-term business. If necessary, Hello LED can relocate the business of inkjet printing services to other locations, but there may be a cost in this regard. In addition, the Company may be at risk of incomplete signage license, in which the management of Hello LED cannot confirm the number of billboards that have been inspected and have received the building inspection certificate (Raw. 1) according to the Building Control Act. The completeness of the signage construction license is, therefore, an important risk that cannot be assessed and may affect the business operation of Hello LED including the fair value of the business significantly, which there is no clear solution yet.

The Independent Financial Advisor has evaluated the fair value of Hello LED's shares by using the Discounted Cash Flow Approach and the value of Hello LED shares is obtained under the base case at 3,637.92 THB per share. In the sensitivity analysis of the changes, the value of Hello LED's shares will be between 3,210.62 – 4,132.62 THB per share. Therefore, the purchase price at 3,900 THB per share is within the appropriate price

range in the upper range of the appraised value. When compared to the value appraised by the Independent Financial Advisor, the purchase price is (lower) higher than the value that the Independent Financial Advisor evaluated at (21.46) – 5.63%.

However, if the shareholders do not approve the acquisition of the ordinary shares of Hello LED, the Company will lose the opportunity to receive dividends, economies of scale, and the opportunity to expand the out of home media businesses covering the location of large billboards and LED screens with installation points throughout the country and the Company will have to spend more time in considering other investments.

From the above consideration, the Independent Financial Advisor is of the opinion that although the Company will benefit from the acquisition of the ordinary shares of Hello LED, the Company will be exposed to operating risks regarding the contract uncertainty and the lack of advertising billboard permits as mentioned above. This is because the Independent Financial Advisor does not have sufficient information to assess the potential financial impact of such risks and the effects may have a significant impact. The IFA is of the opinion that such transaction should not be executed.

2) Entering into a connected transaction for the issuance and offering of the ordinary shares to PLANB

The Independent Financial Advisor has an opinion on the justification of the connected transaction in issuing and offering the ordinary shares to PLANB and can be summarized as follows:

1. The offering of the Company's ordinary shares to Plan B Media Public Company Limited, which is a connected person since VGI who is the major shareholder of the Company holds shares in PLANB in the proportion of 18.80% of all paid shares of PLANB as of November 14, 2019. This capital increase will allow the Company to have funds to acquire Hello LED's shares in accordance with the Company business adjustment policy in order to be the owner of advertising media in Thailand by providing construction, procurement, installation, and maintenance services only. In addition, the Company will obtain PLANB, who has the potential and expertise in managing and selling advertising media, to become the Company's business partner, by helping to enhance the potential in the management and sale of advertising media and will help promote the Company business in the future. It will also join forces of the MACO, PLANB and VGI groups to have more bargaining power in the market.
2. This will reduce the existing shareholders of the Company with a dilution effect equal to 19.96%. After completing the issuance and offering of new ordinary shares to PLANB, PLANB will hold 19.96% shares in the Company. If the shareholders of the Company attend the meeting less than 79.84% of the shareholders who attend the meeting and have the right to vote, PLANB can exercise their right to oppose or not support

the agendas which require at least 3 in 4 votes of the shareholders who attend the meeting and have the right to vote. However, MACO and PLANB have the policy to prevent conflicts of interest that might occur.

3. If the shareholders have issued and offered ordinary shares to PLANB will face risks from the issuance of capital increase shares that are still under negotiation, the risk of using the proceeds from the capital increase to invest in businesses that are exposed to the risk of incomplete billboards, which is a significant risk that may affect MACO's own performance as mentioned in the topic of the acquisition of shares in Hello LED previously, including risks from various internal and external factors, competition from new media, may cause the company to lose the opportunity to invest in the project or other companies or may have restrictions on investment in the project, or other companies that do not have or have less of the above risk factors. The company will negotiate with the seller to allow the seller to make a certification regarding legal status. Hello LED's for a period of one year, which the seller is liable for damages in case of any damages in the total value of THB 1,750 million.

The Independent Financial Advisor considered the appropriateness of the price of newly issued ordinary shares of the Company by evaluating the appropriate share price before this capital increase using the Sum of the Parts method, which can evaluate the shares in the range of 1.4768 – 1.9120 THB per share, which is higher than the offering price of the newly issued shares to PLANB at 1.4381 THB per share, with the appraised value higher than the offering price at 0.0387 – 0.4739 THB per share or 2.69 – 32.95% per the offering price. From the share valuation of MACO comparing to the offering price, the IFA is of the opinion that such offering price is low and it is inappropriate to approve this transaction.

3) Entering the Advertising Media Management and Service Agreement to grant rights to PLANB

The Independent Financial Advisor has an opinion on entering the Advertising Media Management and Service Agreement to grant rights to PLANB, which can be summarized as follows:

1. Entering the Advertising Media Management and Service Agreement is considered a connected transaction of the Company since VGI is the major shareholder of the Company that holds shares in PLANB in the proportion of 18.80% of all paid shares of PLANB as of November 14, 2019. This transaction will allow the remaining items from the overall transaction to be able to proceed according to the specified conditions. By entering the Advertising Media Management and Service Agreement to receive sales and management assistance from PLANB, the Company will have a fixed minimum revenue of at least 350 million THB per year during 1 July 2020 to 31 December 2020 and 700 million THB per year for a minimum of 4 years which will allow the Company to be confident that it will have a stable and consistent portion of its revenue, including the right to install advertising media in Thailand first. In addition, PLANB and its subsidiaries and/or its affiliates or joint

ventures, will not expand the Out of Home Media business overseas unless they have already operated. Furthermore, the business expansion that PLANB operates through an associated company or a joint venture in which the local shareholders of that company are the key executives (PLAN B will not have any control over the management and business operation) will enable the Company to devote its resources to conducting business abroad fully. In addition, the synergies of the MACO, PLANB, VGI, and Hello LED will be able to increase the group's potential and become the leader of the out-of-home media market, which will give more bargaining power and better compete with other types of the media business.

2. Entering the Advertising Media Management and Service Agreement stipulates that MACO will have to pay for management fees to PLANB at the rate of 1) 15% of its total revenue if its total revenue for any calendar year is equal to or less than 900,000,000 THB, and 2) 10% of total revenue only for the excess of 900,000,000 THB if the total revenue in any calendar year is more than 900,000,000 THB. (In this regard, total revenue means the total revenue from sales of advertising space after discount (if any) but before other expenses.) (PLANB will guarantee at least 350 million THB per year during 1 July 2020 to 31 December 2020 and 700 million THB per year for a minimum of 4 years) In addition, MACO will also lose the Company customer base and customer relationships because PLANB will contact the customers itself. However, customers who have signed a contract with MACO and the contract has not expired will also be counted as the revenue that PLANB will receive and because PLANB will manage the contract on behalf of the Company, there is no need to have a sales team which will cause the Company to lose experienced personnel in selling advertising media.
3. The Company will face the risk in which there is the uncertainty for the Advertising Media Management and Service Agreement to be settled in term of minimum revenue when MACO's billboards number change either more or less than before. In addition, there is the adjustment in minimum revenue from THB 700 million to THB 350 million for the second half of the year and THB 700 million per year for the next 4 years. Moreover, the risk of relying on PLANB as a sales representative is another consideration. If the Company cannot renew the media management contract and such contract expires before the due date, it may cause the Company to face problems on customer contact or find a sales team. However, the company management explained that if this happens the Company will have preparation time for a period of 6 months and PLANB has agreed to assist the Company for no more than 3 months after the end of contract term in order for the Company to continue with its advertising media management, which will be specified in the media management agreement.

From the estimation of the impact of entering into an advertising media management agreement with PLANB, it is found that entering the Advertising Media Management and Service Agreement will result in the Company to get benefit more than managing by itself for a period of 5 years as per the contract.

However, the Independent Financial Advisor has not yet received a contract or draft of the Advertising Media Management and Service Agreement that the Company will sign with PLANB to assign PLANB to assign PLANB

to manage, market, and sell all of the Company and its subsidiaries' out-of-home media in Thailand. The Independent Financial Advisor has provided an opinion on the transaction only from the summary of the contract received from the Company, in which the IFA is of the opinion that there is high risk and uncertainty. However, if the content of the contract has changed or there are other details in addition to the summary of the contract that the financial advisor has received from the Company, the opinion of the Independent Financial Advisor may change significantly.

4) All 3 overall transactions

Each of the 3 overall transactions above will be able to be implemented with the approval from the shareholders' meeting for every item. If anyone item is not approved by the shareholders' meeting, the remaining items from the overall transaction will not meet the conditions specified. Therefore, in consideration of the appropriateness and justification of the overall transaction, the Independent Financial Advisor considers that the overall transaction must be considered as one item taking into account the net benefits from the overall transaction.

The Independent Financial Advisor calculated the net benefit from the overall transaction by evaluating the value of MACO assessed by the Independent Financial Advisor in the range of 1.4768 – 1.9120 THB per share which is the value before this overall transaction comparing with the value of MACO after this transaction, by using the value of MACO before entering into the transaction to improve the transaction of the purchase of ordinary shares of Hello LED and the issuance and offering of new ordinary shares for PLANB and the benefits generated from the Advertising Media Management and Service Agreement to reflect the true value of MACO after the overall transaction.

From the evaluation of the Independent Financial Advisor found that the overall transaction would reduce the value per share of MACO. In addition, the above calculation does not take into account the risk of incomplete billboard permits, which is a risk that may significantly affect the performance of Hello LED, including the fair value of Hello LED especially if there is a forced demolition, including failure to comply with the Town Planning Act B.E. 2518 (1975), which will have a significant effect on the Company profits and shares value. The Independent Financial Advisor was unable to assess the financial impact of these risks due to the lack of clear information regarding the construction permits for billboard and inkjet printing business.

For all of the above reasons, the Independent Financial Advisor is of the opinion that even though entering into a media management contract with PLANB would make the Company more profitable than managing by itself, the value of the Company shares to be issued and offered to PLANB is below the fair value as assessed by the Independent Financial Advisor. Importantly, the conditions and investment requirements for purchasing the ordinary shares of Hello LED are not suitable because of the risk of contract uncertainty and incomplete billboard permits

and failure to comply with the Town and Country Planning Act B.E. 2518 (1975) of Hello LED which is not yet able to assess the financial impact of such risks. The Independent Financial Advisor therefore has an opinion that the overall transaction is inappropriate.

However, the shareholders should consider justification and the opinion of the Independent Financial Advisor based on the assumption that the information, documents, and drafts that have been received, the interviews with executives and relevant parties are true and complete, including consideration of conditions and current transaction requirements. The Independent Financial Advisor considers that the assumptions used in the preparation of financial projections are reasonable, in accordance with economic conditions and data available during the study period only. Any future changes may be factors that affect the opinion of the Independent Financial Advisor. However, the decision to approve the transaction is entirely dependent on the shareholders' discretion.

2. Guidelines and Information Used in the Preparation of the Independent Financial Advisor's Opinion

Grant Thornton Services Co., Ltd. as the Independent Financial Advisor approved by the Securities and Exchange Commission and is independent of MACO has considered and studied the information of this transaction as appointed from the information of the Company, Hello LED data, and other relevant information, both data received from MACO and publicly available data, namely:

- Resolution of the Board of Directors No. 6/2019 of MACO held on October 30, 2019
- Draft invitation letter to the extraordinary shareholders' meeting No. 1/2020
- Information regarding the acquisition of MACO assets
- Capital increase report form (F53-4)
- Information about the offering of newly issued ordinary shares as a private placement offering to PLANB, a connected person of MACO
- Information regarding the connected transaction of MACO (Advertising Media Management and Service Agreement to PLANB)
- Information regarding asset acquisition and connected transaction of PLANB No. 7/2019, held on 30 October 2019
- Summary table of amendments to MACO objectives
- The annual registration statement (Form 56-1) of MACO
- Auditor's report and financial statements for the year ending December 31, 2016 - 2018 and the reviewed financial statements for the 3rd Quarter ending September 30, 2019 of the Company and its subsidiaries, including the trial statements of the Company's subsidiaries that do not have audited or reviewed financial statements ending September 30, 2019.
- Auditor's Report and Financial Statements for the year ending December 31, 2018, and the report of the financial status review of Hello LED for the 6 months ending June 30, 2019, and the trial statement of Hello LED ending September 30, 2019.
- Summary of legal examination reports by the Company's legal counsel
- Financial projections and assumptions in the preparation of Hello LED's financial projections
- Financial projections and assumptions for financial projections of the Company and its subsidiaries
- Documentation, a summary of the contract details, contracts and other draft contracts related to the transaction
- Interviews with executives and relevant staff of MACO and Hello LED
- Stock market statistics, economic conditions, and related industries

The opinion of the Independent Financial Advisor is based on the assumption that the information and documents that have been received, as well as interviews with executives and officials of MACO and related companies, are accurate and

true information. The Independent Financial Advisor has considered and studied the information carefully and reasonably according to professional standards.

In addition, the Independent Financial Advisor assumes that contracts, draft contracts, and business agreements are effective and legally binding without any information or events or conditions that may affect each transaction of MACO at this time. The Independent Financial Advisor has no reason to believe that such information is substantially inaccurate that would significantly affect the completeness of the information received for each item.

The opinion of the Independent Financial Advisor has been prepared under industrial and economic conditions, and other external factors that may occur during the preparation, as well as based on the information received which may change significantly and may affect the opinion of the Independent Financial Advisor later. However, the Independent Financial Advisor has no obligation to update or review this opinion.

This report of the opinion of the Independent Financial Advisor is made to be used and for the benefit of the MACO's shareholders. However, the decision to approve or not to approve each transaction at this time is at **the discretion of the shareholders**. The shareholders should study the details of the opinion of the Independent Financial Advisor together with the attached documents, as well as information related to each item, in order to use discretion and discretion in making appropriate decisions.

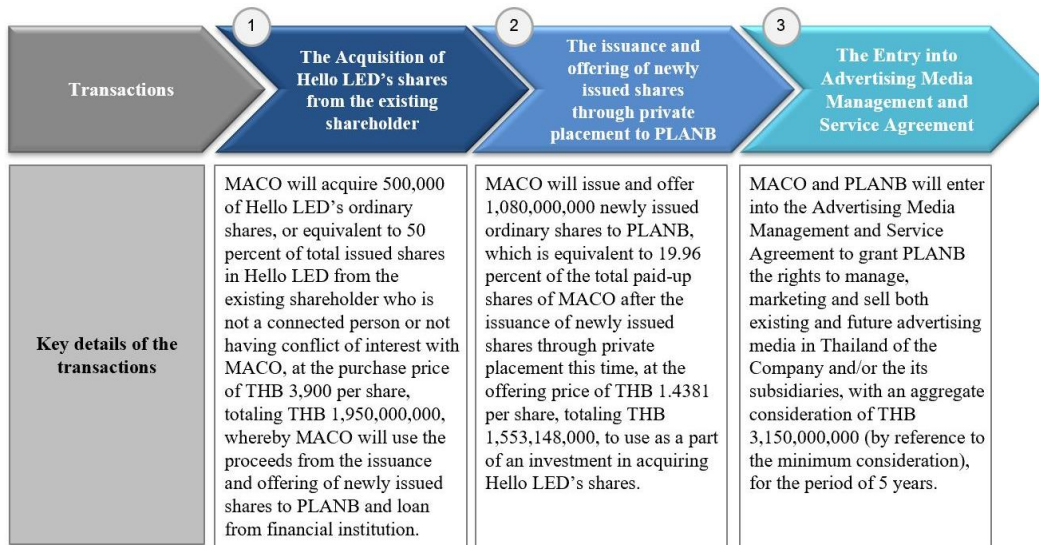
3. Overview of the Structure of All Transactions of Master Ad Public Company Limited

3.1. Overview Summary of All Transactions

Regarding to the transaction, the Company will purchase ordinary shares in Hello LED. The Company plans to acquire the ordinary shares of Hello LED, a limited company that owns (or leasehold rights) of the out-of-home advertising media, namely, the static billboard and digital LED in the total price of 1,950,000,000 THB. The Company will use the funding from the issuance of new ordinary shares in the private placement offering form to PLANB, which is a person related to the Company, approximately 1,553,148,000 THB and loans from financial institutions of approximately 396,825,000 THB to pay for the ordinary shares of Hello LED at this time.

In addition, the Company has a plan to adjust its business direction in Thailand from "the media provider" to be only the owner of the media in Thailand, which is responsible for the construction, procurement, installation and maintenance of the said media. The Company will focus on the development and expansion of the Out of Home Media business abroad and other service businesses instead. The Company, therefore, wishes to sign the Advertising Media Management and Service Agreement with PLANB ("Advertising Media Management and Service Agreement") in order to assign PLANB to manage, market and sell all of the Company and its subsidiaries' out-of-home advertising media business in Thailand (Both now and in the future). In this regard, the details of the above transaction structure can be summarized as follows:

Details of the transaction

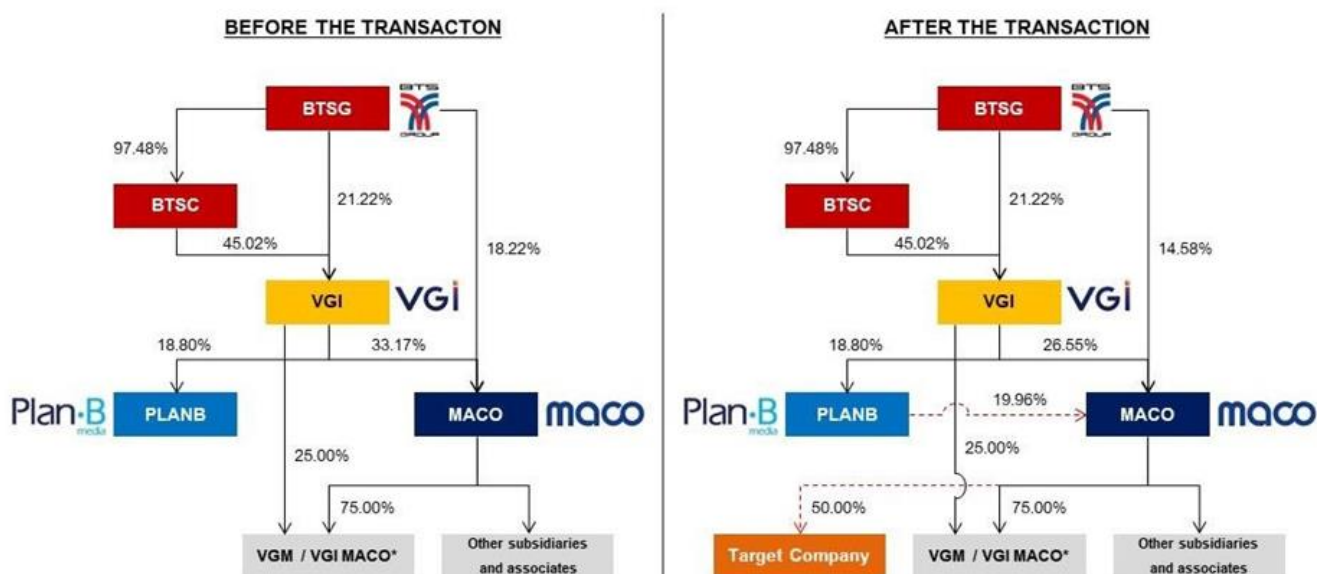


In order to increase the potential of the Company to be the owner of the Out of Home Media to reach the target audience more widely and precisely, the Company intends to invest in Hello LED, a limited company. Static advertising media Billboard and Digital LED advertising media, by purchasing 500,000 shares from the former shareholders of Hello LED, representing 50.00% of the total number of Hello LED's shares at the price of 3,900 THB per share, totaling 1,950,000,000 THB ("Transaction of the acquisition of Hello LED shares"). Details of the transaction of the acquisition of Hello LED shares

appear in the information regarding the asset acquisition transaction of Master Ad Public Company Limited. (**Content in Section 4**)

This is because the Company has a plan to change its business in Thailand as mentioned above. Therefore, the Company is looking for investors who will be able to continue to be responsible for managing its advertising media. Upon considering that, the Company sees that if PLANB becomes the shareholders and the Company partners, it will help to enhance the potential of the management and sale of its advertising media in Thailand to be even more successful. The Company intends to issue and offer the newly issued ordinary shares as a private placement offering to PLANB for 1,080,000,000 shares with a par value of 0.10 THB per share, representing 19.96% of the total shares sold of the Company after the capital increase at the offering price of 1.4381 THB per share, equivalent to total value 1,553,148,000 THB (“The issuance and offering of newly issued shares to PLANB”). The Company will use the funds as part of the payment for Hello LED’s shares. Details of the issuance and offering of new ordinary shares to PLANB transactions are shown in the information regarding the offering of newly issued ordinary shares to the private placement, which is a connected transaction of Master Ad Public Company Limited. (**Content in Section 5**)

As detailed above, the shareholding structure before and after the transaction will be as follows:



Remark: “VGM” (VGI Malaysia Sdn. Bhd.) is a limited company incorporated under the law of Malaysia and “VGI MACO” (VGI MACO (Singapore) Private Limited) is a limited company incorporated under the law of the Republic of Singapore.
Source: SET (as of 26 September 2019)

In addition, the Company will enter into the Advertising Media Management and Service Agreement with PLANB and will assign PLANB the right to sell, market, and manage all the Company and its subsidiaries' out-of-home advertising media

in Thailand. (Both now and in the future) ("Advertising media") The agreement will be effective from the date that the contract is signed by two parties until 31 December 2024. Each party has the right to renew the agreement upon expiration, unless

- (1) any party violates material contract terms, the party who breaches the contract will not have the right to renew the contract, or
- (2) the number of advertising media decreases more than the stipulated amount and the contracting party is unable to agree to adjust the minimum compensation.

In addition, the compensation which PLANB must pay to the Company under the Advertising Media Management and Service Agreement is compensation with general trading conditions, taking into consideration the form of compensation according to the applicable guidelines in the industry. The Company takes into account the revenue from billboards and other related revenue that the Company currently receives, together with the actual cost of distributing the billboards in the past. PLANB agrees to pay compensation to the Company by calculating the total revenue from the sale of advertising media space after deduction of discounts (if any), but before deducting all other expenses ("Total revenue") to the Company (but must not be less than the minimum compensation) according to the rate specified below:

- (1) In the case that the total revenue in any calendar year is equal to or less than 900,000,000 THB:
 - The Company will receive compensation equal to 85% of the total revenue.
 - PLANB will receive compensation equal to 15% of the total revenue.
- (2) In the case that the total revenue in any calendar year is more than 900,000,000 THB:
 - The Company will receive compensation equal to 90% of the total revenue. (Only the part that is exceeding 900,000,000 THB)
 - PLANB will receive compensation equal to 10% of the total revenue. (Only for the part that is exceeding of 900,000,000 THB)

Such revenue compensation is determined by referring to the industry compensation for sales representative of advertising media.

To be free of doubt, if the total revenue of any calendar year is greater than 900,000,000 THB, the Company is entitled to receive compensation at the rate of 85% of the total revenue for the amount not exceeding 900,000,000 THB and will be entitled to receive compensation at the rate of 90% of the total revenue for the excess of 900,000,000 THB until the end of the calendar year. PLANB agrees to pay the Company and/or its subsidiaries a minimum of annual compensation not less than 700,000,000 THB per year for the Out of Home of the Company and/or its subsidiaries at least 1,000 billboards.

In the first year, PLANB agreed to guarantee a minimum compensation of THB 350,000,000 for the period from 1 July 2020 to 31 December 2020, as PLANB may take time to market and manage advertising media.

However, between the effective date of the contract until 30 June 2020, PLANB agrees to use its best efforts in managing and selling advertising media. PLANB must pay the company at the stipulated rate. Considering the experience and knowledge of PLANB in selling, marketing, and managing out-of-home advertising in Thailand for many years, The Company believes that PLANB to manage media more efficiently.

However, the Independent Financial Advisor has not yet received a contract or draft of the Advertising Media Management and Service Agreement that the Company will sign with PLANB to assign PLANB to assign PLANB to manage, market, and sell all of the Company and its subsidiaries' out-of-home media in Thailand. From the inquiry, it is currently in the process of drafting such contract and the Independent Financial Advisor has provided an opinion on the transaction only from the summary of the contract received from the Company, if the content of the contract has changed or there are other details in addition to the summary of the contract that the financial advisor has received from the Company, the opinion of the Independent Financial Advisor may change significantly.

Details of the Advertising Media Management and Service Agreement appear in the information regarding the connected transaction of Master Ad Public Company Limited. **(Content in Section 6)**

The clarity regarding the Out of Home Media business in Thailand between the Company, PLANB, and VGI Public Company Limited ("VGI") after entering the Advertising Media Management and Service Agreement will have the direction for the sale of various advertising media as follows:

- (1) The Company will own the ownership (or leasehold rights) of the Out of Home Media advertising media, including but not limited to static billboard media and billboards or LED screen advertisements on stilts under the BTS stations and flyovers under a concession with Bangkok Metropolitan. PLANB will have the right to manage the advertising media of the Company and its all subsidiaries in Thailand according to the said Advertising Media Management and Service Agreement for a period of 5 from January 1, 2020, or from the issuance and offering of new ordinary shares to PLANB is completed (whichever happens later). Each party may exercise the right to renew the contract as per the conditions in the Advertising Media Management and Service Agreement, which has details as appeared in the information regarding the connected transaction of Master Ad Public Company Limited. **(Content in Section 6)**
- (2) PLANB will manage, market, and sell all the Company and its subsidiaries' out-of-home advertising media in Thailand. PLANB is able to sell advertising media of the Company and/or its subsidiaries together with other media owned by PLANB and/or that are licensed to sell and/or manage. The management contract will specify the criteria for determining the sale price of advertising media by PLANB, which is comparable with industry

standards, taking into account factors such as the location of the billboards, amount of people traveling in that area, the selling price of nearby billboards, historical usage rate, size and prominence of the billboards.

In addition, according to PLANB's information, PLANB may assign VGI to act as a sales agent for various advertising media in the same way as other agencies. As is the case in the future for the advertising media that PLANB has received the right to sell and/or manage, most of which are installed on the BTS poles and skywalks. The shareholders can consider additional information from the said information on the SET's website (www.set.or.th).

Therefore, for greater clarity, the Company would like to summarize the scope of business operations of the Company and PLANB (including VGI, the major shareholder of the Company and PLANB) as follows:

Type of Business	Current			Future					
	Right to be the assets owner and right to sell and market			Right to be the assets owner			Right to sell and market		
	VGI	MACO	PLANB	VGI	MACO	PLANB	VGI	MACO	PLANB
Indoor Out-of-Home Media	BTS / Office / Airport	- None -	Bus / Railway /MRT / Retail / Convenient Store / Airport	BTS / Office / Airport	- None -	Bus / Railway /MRT / Retail / Convenient Store / Airport	BTS / Office / Airport	- None -	Bus / Railway /MRT / Retail / Convenient Store / Airport
Outdoor Out-of-Home Media (in Thailand)	- None -	Billboard / Digital LED / Street Furniture (BTS Pillars/ Flyover from BMA)	Billboard / Digital LED / Street Furniture (Bus stop / Flyover from BEM Group and State railway of Thailand and concession with other government entities)	- None -	Billboard / Digital LED / Street Furniture (BTS Pillars/ Flyover from BMA)	Billboard / Digital LED / Street Furniture (Bus stop / Flyover from BEM Group and State railway of Thailand and concession with other government entities) Except BTS Pillars/ Flyover from BMA	- None -	- None -*	All Outdoor Out-of-Home Media
Outdoor Out-of-Home Media (Outside Thailand)	Engage business outside Thailand (VGI 25% / MACO 75%)	Engage business outside Thailand (VGI 25% / MACO 75%)	Engage business outside Thailand	Engage business outside Thailand (VGI 25% /	Engage business outside Thailand (VGI 25% / MACO 75%)	1. Business that PLANB manage and own will not be further expanded.	Engage business outside Thailand (VGI 25% / MACO 75%)	Engage business outside Thailand (VGI 25% / MACO 75%) will be the	1. Business that PLANB manage and own will not be further expanded.

				MACO 75%)		2. Business that PLANB does not manage by itself or no control can be continued.		one who manage the assets expansion right in the future	2. Business that PLANB does not manage by itself or no control can be continued.
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* The right to construct and own the advertising media in the category of signboards or LED screens on the post columns under the train stations, BTS Skytrain, and Flyovers, currently under concession with Bangkok will belong to the company. In the future, if PLANB is granted the right to construct and own the aforementioned advertising media, PLANB will give the company the right to procure, and create such advertising media first. If the company does not wish to receive such rights, PLANB will have the right to carry out the said project by itself.

** However, the Company still has income from providing advertising media services in Thailand from entering into an advertising media management agreement with PLANB, with the Company and / or its subsidiaries assigning PLANB as the seller. Marketing and managing all out-of-home advertising media in Thailand of the Company and / or its subsidiaries.

After changing the business operations of the Company in Thailand, the Company expects that its revenue structure before and after the above transactions will be as follows:

Revenue Structure of the Company Before the Transaction

(Unit: THB million)	9M/2019	2018 (Restated) ⁽¹⁾	2018	2017	2016
1. Revenue from Media Advertising Service	937.62	1,053.54	1,114.28	935.66	734.63
1.1 Revenue from Media Advertising Service (in Thailand) ⁽²⁾	674.61	996.19	1,056.94	874.67	722.94
1.2 Revenue from Other Media Advertising ⁽³⁾	106.48	45.49	45.49	60.99	11.70
1.3 Revenue from Media Advertising Service (outside Thailand)	156.53	11.86	11.86	-	-
2. Revenue from System Integration Service ⁽⁴⁾	1,209.65	642.21	620.11	-	-
Total Revenue	2,147.28	1,695.74	1,734.40	935.66	734.63

Remarks:

(1) In 2018, the Company

- Completed adjusting of financial statements after fair value measurement of identifiable assets of Trans.Ad Group and VGM Group is completed.
- The financial statements have been adjusted after the change in accounting policy due to the adoption of Thai Financial Reporting Standard 15.
- Consideration has been made to change the method used to measure the level of completion of work for revenue recognition of the installation service by changing from the method of comparing the cost of installation that has occurred until the end of the period. And the total cost of installation that is expected to be used for the contract installation (import factor method) is the method that evaluates the success of the work delivered by the subsidiary and its customers (Productivity Method).
- Consider changing the revenue recognition for system installation services for projects with low value and short working time and have not transferred control of assets that have occurred to customers from the recognition throughout Time is the recognition when the service is finished.

(2) Revenue from domestic advertising media services includes revenue from the rental of static billboard media, street furniture and digital advertising media (LED), and revenue from still pictures production.

- (3) Revenue from the production of other advertising media is revenue from the production of other types of advertising media produced by the Company for VGI and BTS.
- (4) The Company started earning revenue from the integrated business from August 1, 2018.

Revenue structure of the Company after the transaction

Revenue from the advertising services in Thailand of the Company will be affected according to the conditions of the advertising media management agreements that the Company has with PLANB for a period of 5 years from the effective date of the contract. The Company will be entitled to receive compensation of 85% for the total revenue for the amount not over 900,000,000 THB, and 90% of the total revenue in excess of 900,000,000 THB until the end of that calendar year. In this regard, the Company will receive a minimum compensation of not less than 700,000,000 THB per year. For the first year, PLANB agreed to guarantee the minimum revenue of 350,000,000 THB during 1 July 2020 to 31 December 2020 in which PLANB requires the time to do the marketing and advertising media management.

As for other revenue, according to the Company's income structure, before entering into the transaction, it will still be in the same operation of the Group without being affected by this transaction.

However, after the issuance and offering of new ordinary shares for the above-mentioned plan, PLANB will become the major shareholder of the Company, which holds 19.96% of all the Company's issued and sold shares after the capital increase. The conduct of the Company and PLANB's business operations may cause conflicts of interest. Therefore, in order to prevent and eliminate business conflicts between the Company and PLANB that may occur in the future, as long as PLANB holds more than 10% of the Company's total issued shares, and (a) Advertising Media Management and Service Agreement is effective or (b) Advertising Media Management and Service Agreement is terminated due to PLANB's breach of contract. The Company will have the measures to prevent and eliminate conflicts of interest between the Company and PLANB as follow:

1. The out-of-home advertising media business "in Thailand"

As the Company will change the business model of the Company and its subsidiaries (the "Group") in Thailand, the Group will no longer operate out-of-home media services in Thailand. It will be just an asset owner. The Company will focus on developing and expanding its Out of Home Media business and other service businesses in foreign countries and will appoint PLANB to manage all of the Group's out-of-home media in Thailand under the Advertising Media Management and Service Agreement as detailed above. Therefore, the Company and PLANB's business operations in Thailand will no longer have conflicts of interest.

In addition, PLANB agrees to grant the Company the right to construct and own the outdoor advertising media (Static Billboards) (which are located in the private-owned areas) in Thailand. PLANB will continue to manage and sell advertising media on said media and will pay compensation to MACO as agreed. However, if the Company does not wish to construct and own the said media or do not proceed within the specified period, PLANB will have the right to construct and own such media and MACO will not receive compensation from such media.

The rights to construct and own billboards or LED monitors at the poles under the BTS stations and flyovers under the concession with Bangkok Metropolitan will belong to the Company. Moreover, if in the future, PLANB is granted the rights to construct and own the advertising media mentioned above PLANB will grant the Company rights to procure and create such advertising media first if the Company does not wish to receive such rights. PLANB will have the right to carry out the said project yourself and in the event that the company receives a business opportunity And wishing to construct and own a billboard (Static) Billboard) which is located on a private owned area) billboard or screen advertising media LED on the gland post under the BTS station and sign at the intersection (Flyovers) in the future.

However, PLANB will receive the right to sell, market, and manage the advertising media that the Company and its subsidiaries have in place and new media that the Company will own in the future under the media management agreement. In order to prevent conflicts of interest that may arise from conducting the business of out-of-home advertising services "in Thailand" between the Company and Hello LED, the Company and Hello LED will have guidelines for considering the implementation of future business opportunities together as follows:

- If Hello LED gets a business opportunity or the right to build and own Out-of-Home media (Static Billboards) and/or Digital LED by itself, the Company and the group of former shareholders will discuss together in order to allow Hello LED to consider investing in such business opportunity.
- If the Company gets a business opportunity or the right to build and own Out-of-Home media (Static Billboards) and/or Digital LED, the Company, with the consideration of the Board of Directors, may consider giving the opportunity and/or the right to construct and/or own the said advertising media to a subsidiary of the Company that operates out-of-home advertising media or Hello LED as appropriate.
- For Master Mind Holding Company Limited which currently Hello LED has revenue from providing advertising media to Master Mind Holding Company Limited, representing approximately 19.5 - 20.4 percent of total revenue from advertising media services, and Mr. Sathandorn Sattabutr, shareholder and key executive of Hello LED is currently a director and authorized signatory of the company Master Mind Holding Limited as well.
- The company has established measures to prevent conflicts of interest in the case of providing advertising media to Master Mind Holding Company Limited By considering the terms and conditions of the service to ensure that the services will be in accordance with general commercial conditions, as well as the advertising media that Hello LED provides with PLANB or others.

Remark: From the inquiry of the management of the company that if MACO or PLANB finds a good location, both parties will discuss whether the location in the area is appropriate to build a sign, with the final decision by MACO.

2. The out-of-home advertising media business “outside Thailand”

The Company and PLANB have guidelines for operating out of home media services outside of Thailand as follows:

2.1 The Company's out-of-Thailand advertising media business

The Company will focus on developing and expanding its Out of Home Media business abroad and if PLANB has a business opportunity related to Out of Home Media in foreign countries, PLANB will grant the right to the Group to provide Out of Home advertising media outside of Thailand first.

2.2 PLANB's out-of-Thailand advertising media business

- *Out-of-Thailand advertising media business that PLANB manages by itself*

PLANB agrees not to expand any additional businesses for Out of Home Media outside of Thailand, which is managed by PLANB (whether by itself or through PLANB's subsidiaries and/or its affiliates) but will continue to run existing businesses. And if PLANB has a business opportunity related to Out of Home Media in foreign countries, PLANB will first grant the Group the right to conduct out-of-home media services outside of Thailand.

- *Out-of-Thailand advertising media business that PLANB does not manage by itself*

PLANB's associated or joint venture companies and PLANB do not have the control over the management and business and that operate out-of-home media services outside of Thailand are listed below. They will continue to be able to conduct their business internationally in the future, in accordance with the administration of local shares of those associated and the joint venture companies.

- (1) JKJ Media Services Inc.
- (2) Sanctuary Billboard Sdn Bhd
- (3) PT Estha Yudha Ekatama
- (4) Panyathip, Plan B Media Lao Co., Ltd., and
- (5) Other upcoming projects and/or other joint venture companies which will be notified by PLANB before the issuance and offering of new ordinary shares to PLANB are completed.

3. Management structure and handling information that may cause conflicts of interest

At present, the Company and PLANB have a management structure consisting of knowledgeable and capable personnel, with a clear scope of operations, duties and responsibilities, and a clear and transparent authorization for directors and executives. There is also a set of transaction measures related to the directors, the major shareholders, the persons with control over the business, including those with clear conflicts. The said person will not have the right to attend the meeting and/or vote in approving such a transaction to make the business operation transparent.

In addition, the Company has guidelines for information management that may cause conflicts of interest between the Company and PLANB as follows:

- (1) Directors of the Company who are representatives of PLANB will not be involved in the business management of PLANB.
- (2) Directors of the Company who are representatives of PLANB will not have the right to participate or vote at the board meeting of the Company for the matters relating to the Company business that has a conflict of interest between the Company or its subsidiaries and PLANB.
- (3) Directors of the Company who are representatives of PLANB will not disclose or use the confidential information of the Company or the Company business (including companies in the Group) in a manner that may create a conflict of interest with the Company (including companies in the Group).

Related contracts

For clarity in disclosing the information, the Company summarizes the important contracts that the Company must enter with the related parties in entering into the above transactions as follows:

- 1) Share purchase agreement for the acquisition of 500,000 Hello LED shares, representing 50.00% of the total shares of Hello LED at the price of 3,900 THB per share, totaling 1,950,000,000 THB between the Company (as the buyer) and Win Harvest International Limited (as the Seller) with important conditions precedent appearing in the information regarding the asset acquisition transaction of Master Ad Public Company Limited. **(Content in Section 4)**
- 2) The contract between the shareholders of Hello Bangkok LED Company Limited between the Company and Hello Bangkok Holding Co., Ltd. with important conditions appeared in the information regarding the asset acquisition transaction of Master Ad Public Company Limited. **(Content in Section 4)**
- 3) PLANB's newly issued ordinary shares of the Company for the issuance and sale of the newly issued ordinary shares in private placement offering to PLANB for 1,080,000,000 shares with a par value of 0.10 THB per share, representing 19.96% of the total shares sold of the Company after the capital increase at the offering price of 1.4381 THB per share, equivalent to total value 1,553,148,000 THB between the Company (as the issuer) and PLANB (as the subscriber) with important conditions precedent appearing in the information regarding the offering of newly issued ordinary shares to specific investors, which are connected transaction of Master Ad Public Company Limited. **(Content in Section 5)**, and
- 4) The Advertising Media Management and Service Agreement to authorize PLANB to have the rights to manage, market, and sell the Company and its subsidiaries' all out-of-home media in Thailand (both now and in the future) between the Company (as the licensor) and PLANB (as the licensee) with important details appearing in the information regarding the connected transaction of Master Ad Public Company Limited. **(Content in Section 6)**

(Source: Draft Notice of the Extraordinary General Meeting of the Shareholders No.1 / 2020)

3.2. Notice of the Independent Financial Advisor for the Overview of the Above Transactions

As the independent financial advisor has not yet received a contract or drafted a contract for the management of advertising media that the company will sign with PLANB, to assign PLANB to manage, market, and sell all out-of-home advertising media in Thailand of the Company and its subsidiaries. According to the inquiry, it is currently under the drafting of the contract. The Independent Financial Advisor wishes to observe as follows;

- 1) The financial advisor has noted that in the contract for the 3 transactions, the transaction of the purchase of Hello LED shares, the issuance and offering of the newly issued ordinary shares to PLANB and the media management agreements are still during the negotiation process and may be disclosed or changed in some details later. MACO stated that if there are any significant changes, the company will notify the shareholders later. However, if the contract has significant changes after the shareholders' approval, they may cause the resolution to be received. Approval is different from the needs of shareholders.
- 2) The consultant has noted that in the information of MACO that has been released since 31 October 2019 and the revised version can be seen that the terms of the guarantee for replacement episodes in the first year from THB 700 million to THB 350 million for the period from 1 July 2020 to 31 December 2020, as PLANB may take time to market and manage advertising media. However, the above adjustment is an example of It can be seen that the contract may still have significant changes.
- 3) From the revenue structure table of the company before entering the above transaction It can be seen that the revenue from the domestic advertising media services of the company tends to increase continuously and the income is higher than the guaranteed income already. However, from the interview with the Company's management, it is known that at present, the competition in the advertising media business is increasing, especially the digital media, the group of out-of-home media service providers has more stability.
- 4) According to MACO information, if PLANB has the right to install static billboards on private areas ("Advertising media Traditional "). PLANB must first give the company the right to procure, construct, and own traditional advertising media. If the company does not wish to do so or does not do so within the specified time period, PLANB has the right to operate in Procuring, constructing, and owning such traditional advertising media under less favorable conditions than those proposed to the company. PLANB does not specify conditions that would be better than those offered by MACO.
- 5) Regarding the duration of the contract (b) there is a limitation of the contract renewal that if the sale price of the outdoor advertising media as specified decreases more than the agreed amount and the contract party cannot negotiate the agreement In order to adjust the minimum compensation by asking the MACO executives to know that the selling price of the media includes both the price of the sale of labels and the number of labels. Which will

affect the overall revenue decline will be subject to negotiation. However, in the summary of the contract, there is no indication of how much the sale price of out-of-home media has been reduced, which should be clearly specified in the contract so that there is no doubt. Signs will be discussed between MACO and PLANB in pricing.

- 6) Regarding the minimum compensation guarantee, if in the future there will be a significant change in the amount of advertising media, the Company and PLANB will negotiate in good faith to change the minimum compensation amount in order to be consistent with the change in the amount of advertising media. However, it is not clear how much it will be significant in which the contract should be clearly specified in order to eliminate doubt.
- 7) In the implementation plan of PLANB for international business, IFA would like to note that PLANB may expand the business through an associated company or a joint venture company in which the local shares of that company are executives. PLANB and Principles do not have management power and do not have control over the said business. PLANB will not expand its business internationally through an associated company or a joint venture company with local shares of that company which may be a competitor of the company. PLANB does not have management power and does not have control over the said business should be able to reduce conflicts of interest.
- 8) According to the information provided by PLANB, it is stated that the representative of PLANB who will become the company's director is Mr. Lap Son Nelson Leung, who is nominated by VGI.

However, the Independent Financial Advisor noted that the transaction is based on the summary of the contract received from the company and the information disclosed by MACO and PLANB as of the date of this report only. If the content of the contract has changed or there are other details in addition to the summary of the contractual matters that the financial advisor received from the company and the company's advisor, the opinion of the independent financial advisor may be changed significantly changed

4. Assets Acquisition: Shares Acquisition of Hello LED Company Limited

4.1. Nature and Details of the Assets Acquisition Transaction

The Board of Directors' Meeting of Master Ad Public Company Limited (the "Company") No. 6/2019, held on October 30, 2019 has passed a resolution to approve the acquisition of ordinary shares in Hello Bangkok LED Co., Ltd. ("Hello LED"), a private limited liability company incorporated under the laws of Thailand which engages in static billboard and digital LED advertising media business, by purchasing 500,000 existing shares with a par value of THB 100 per share, equivalent to 50 percent of the total shares of Hello LED, from existing shareholder, i.e. Win Harvest International Limited (the "Seller") and/or any persons to be designated by the Seller, at a purchase price of THB 3,900 per share, totaling THB 1,950,000,000 (One Thousand Nine Hundred Fifty Million THB) (the "Hello LED Share Purchase Price") (the "Transaction").

The Transaction constitutes an acquisition of assets 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) (the "Acquisition and Disposition Notifications"). The transaction size of the Transaction is 41.70 percent as calculated based on the total value of consideration criteria, which gives the highest transaction value. After computation of the foregoing with the transaction size of the Company's other acquisition transactions within the past 6 months prior to entering into Transaction, the total transaction size is equivalent to 46.64 percent.

Therefore, the Transaction is deemed as a class 2 transaction under the Acquisition and Disposition Notifications, i.e. a transaction with a transaction size at or more than 15.00 percent but less than 50.00 percent, which requires the Company to disclose the information memorandum on the Transaction to the Stock Exchange of Thailand (the "SET") and send the circular notice to the shareholders of the Company within 21 days from the date that such information has been disclosed to the SET with the information pursuant to the Acquisition and Disposition Notifications. However, as the Company views that the Transaction is a large transaction with high value and the Company wishes to enter into other transactions which are needed an approval from the upcoming shareholders' meeting of the Company. In addition, in order to give opportunity to shareholders to consider an appropriateness and take part in making the decision on the Transaction, therefore, it was deemed appropriate to propose to the upcoming shareholders' meeting of the Company to consider and approve the Transaction prior to entering to the Transaction.

In this regard, the Company is required to undertake the following actions:

- 1) to disclose the information memorandum on the Transaction to the SET pursuant to the Acquisition and Disposition Notifications;
- 2) to hold a shareholders' meeting of the Company to approve the Transaction where the resolution must be passed

- by a vote of not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote, excluding the votes cast by shareholders having an interest in the matter from the calculation base; and
- 3) to appoint an Independent Financial Advisor (IFA) to give an opinion on the Transaction and submit such opinion to the Office of the Securities and Exchange Commission (the "SEC Office"), the SET and the shareholders of the Company. In this regard, the Company has appointed Grant Thornton Services Co., Ltd. as the IFA for entering into the Transaction.

In this regard, the Company has disclosed the information memorandum on the Transaction to the SET pursuant to the Acquisition and Disposition Notifications, as follows:

4.1.1. Date / Month / Year of the Transaction

The Company will enter into the Transaction after obtaining an approval from the Extraordinary General Meeting of Shareholders of the Company No. 1/2020, which will be held on January 9, 2020, and after the conditions precedent under relevant agreements are fulfilled or waived by the relevant parties. In this regard, the Company expects the Transaction to take place within Quarter 1 of 2020.

4.1.2. Contractual Parties and Relationship with the Company

Purchaser	:	Master Ad Public Company Limited
Seller	:	Win Harvest International Limited ⁽¹⁾ and/or any persons to be designated by the Seller
Relationship with the Company	:	The Seller and persons to be designated by the Seller do not have any relationship with the Company and are not connected persons of the Company. Therefore, the Transaction does not constitute a connected transaction 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).

⁽¹⁾ Win Harvest International Limited is a private limited liability company incorporated under the laws of Hong Kong Special Administrative Region of the People's Republic of China. In this regard, the Company has asked all of the connected persons of the Company and none of the connected persons of the

Company holds shares in the Seller. In addition, the Company received a confirmation letter from the Seller that Seller is not a connected person of the Company.

4.1.3. General Characteristics and Size of the Transaction

4.1.3.1. General Characteristics of the Transaction

The Company will purchase ordinary shares in Hello LED, a private limited liability company incorporated under the laws of Thailand which engages in static billboard and digital LED advertising media business from the Seller, by purchasing 500,000 existing shares with a par value of THB 100 per share, equivalent to 50 percent of the total shares of Hello LED, at a purchase price of THB 3,900 per share, totaling THB 1,950,000,000 (One Thousand Nine Hundred Fifty Million THB).

In this regard, after the Board of Directors' Meeting approved the Transaction, the Company will enter into the relevant agreements in respect of the Transaction, in which contains conditions precedent, i.e. the completion of sale and purchase of shares in Hello LED under this agreement will take place once all conditions precedent specified in such agreement are fulfilled or waived by the relevant parties. The significant conditions precedent under the relevant agreements are as follows:

1. Parties
 - (a) Master Ad Public Company Limited (the purchaser);
 - (b) Win Harvest International Limited (the seller)
2. Significant Conditions Precedent under the relevant agreements (expected to be completed within Quarter 1, 2020)
 - (a) The shareholders' meeting of the Company shall have approved the entering into the Transaction;
 - (b) No change has occurred, which causes a material adverse effect on assets, liabilities, business opportunity, results of operation and financial status of Hello LED on the sign date of the agreements and the closing date.
 - (c) The Company has terminated the loan contract with Hello Bangkok Holding Company Limited and Hello Bangkok Holding Company Limited has repaid the loan including the interest payment under the said contract.

3. Important Agreement Under the Relevant Contract

The seller agrees to affirm Hello LED's legal status for the period of 1 year and to compensate the Company for any damages incurred to the Company as a result of the seller's breach of the contract and/or the certification provided to the Company. Under this relevant contract, which includes, but is not limited to, in the event that

Hello LED does not have the right to use the property of their business or does not comply with the law of business or not to comply with the accounting standards accepted in Thailand and related laws, etc.

In the event that the company is unable to demand the seller to compensate for the damage caused by the liability under the share purchase agreement to the company, the company can claim that Hello Bangkok Holding Co., Ltd., the former shareholder of Hello LED, proceeded to compensate the company instead.

Currently, the company is in the process of negotiating the contract between shareholders and the share purchase agreement with Hello LED ("Related contract"). The company expects to be able to reach an agreement and can sign the relevant contract within the first quarter of 2020. If there are any significant changes, the company will notify the shareholders accordingly.

4.1.3.2. Transaction Size

The transaction size was calculated based on the information from the audited consolidated financial statement of the Company for the fiscal year end dated December 31, 2018 and for the period ended June 30, 2019, respectively, and the audited financial statement of Hello LED for the fiscal year ended December 31, 2018, detailed as follows:

Calculation Criteria	Calculation Formula	Calculation ¹ (million THB)	Transaction Size (%)
1. Net tangible asset value (NTA)	<u>% NTA² of Hello LED x the acquired portion</u> % NTA ² of the Company from the consolidated financial statement**	<u>(591,338,795.54 x 50.0%)</u> 1,574,050,588	18.78%
2. Net profit	<u>Net profit from the operating result of Hello LED x the acquired portion</u> Net profit from the consolidated financial statement of the Company*	<u>(64,893,299.05 x 50.0%)</u> 215,636,735	15.05%
3. Total value of consideration	<u>Total value of consideration + interest paid x 100</u> Total assets from the consolidated financial statement of the Company	<u>(1,950,000,000+35,716,680³)</u> 4,761,754,545	41.70%
4. Value of equity issued	<u>Number of shares issued for assets payment</u> Total registered capital	Not applicable, as the Company does not issue any securities as a consideration for the acquisition of assets.	

Remark: 1. Calculated from the consolidated financial statement of the Company as of 30 June 2019

2. Net Tangible Assets (NTA) calculated from Total Assets – Intangible Assets – Total Liabilities – Non-Controlling Interest

3. Interest Payment calculated from the transaction to purchase Hello LED’s shares for 396,852,000 THB with the interest rate of 3% per annum and the term loan of 3 years

From the calculation above, the transaction size calculated based on the total value of consideration criteria gives the highest transaction value, which is equivalent to 41.70 percent, and after the computation of the foregoing with the transaction size of the Company’s other acquisition transactions within the past 6 months prior to entering into the Transaction, the total transaction size is equivalent to 46.64 percent.

Therefore, the Transaction is deemed a class 2 transaction under the Acquisition and Disposition Notifications, i.e. a transaction with a transaction size at or more than 15.00 percent but less than 50.00 percent. Therefore, the Company is required to disclose the information memorandum on the Transaction to the SET and send the circular notice to the shareholders of the Company within 21 days from the date that the such information has been disclosed to the SET with the minimum information required under the Acquisition and Disposition Notifications. However, the Board of Directors’ meeting of the Company views that the Transaction is a large transaction with high value and in order to give an opportunity to shareholders to consider an appropriateness and take part in making the decision on the Transaction, it was deemed appropriate to propose to the upcoming shareholders’ meeting of the Company to consider and approve the Transaction prior to entering to the Transaction.

4.1.4. Details on Acquired Assets

The Company will acquire 500,000 ordinary shares in Hello LED, with a par value of THB 100 per share, equivalent to 50.0 percent of the total shares of Hello LED. Details of the business of Hello LED are as follows:

4.1.4.1. General Information of Hello LED

Name of the company	:	Hello Bangkok LED Co., Ltd.
Juristic Person Registration No.	:	0105547012733
Type of business	:	static billboard and digital LED advertising media business
Principal office	:	59 Soi Preeyanuch, Rama 9 Road, Bangkapi Sub-District, Huaykwang District, Bangkok
Date of incorporation	:	January 28, 2004
Registered capital	:	THB 100,000,000

Par value	:	THB 100 per share
Paid-up capital (per share)	:	THB 100
Number of total shares of the Company	:	1,000,000 shares

Nature of Business of Hello LED

Hello LED is operating as the provider of Out of Home Media in Thailand in which Hello LED is the owner of the leasehold rights. The Out of Home Media includes Static Billboard and Digital LED. As of June 30, 2019, Hello LED have the Static Billboard for 134 billboards, mainly located in Bangkok accounting for approximately 57.01 percent of all Hello LED total billboards and another 42.99 percent are scattered in all regions throughout Thailand. There are 74 screens for Digital LED which are mostly located in Bangkok.

For the selling of advertising media, Hello LED has appointed the marketing management to Plan B Media Public Company Limited (“PLANB”) in order for PLANB to manage the selling and marketing of media advertising for Hello LED. In this regard, Hello LED sells advertising media mainly through PLANB.

Hello LED’s the customer bases are from various industries, namely; motor vehicle, financial institution, food and beverage, air conditioner, retail, and communication. Most of the clients have been in the business with Hello LED for a long period of time.

Other than being the owner of the advertising media, Hello LED also provides the billboard production. Hello LED also has its own personnel who are specialized in installation and maintenance of advertising media for both Static Billboard and Digital LED in order to provide total services for its clients.

Lists of Directors

As at August 30, 2019, directors of Hello LED consist of the following persons:

No.	Name	Position
1.	Mr Kittichai Srichamreon	Director
2.	Mr. Sathandon Sattabusya	Director
3.	Miss Inthira Chuaysanit	Director

List of Shareholders

Shareholders of Hello LED from the share register book of Hello LED as at September 2, 2019 are as follows:

No.	Name	Number of Shares	Shareholding Ratio (Percent)
1.	Hello Bangkok Holdings Co., Ltd. ⁽¹⁾	500,099	50.0099
2.	Win Harvest International Limited ⁽²⁾	499,900	49.99
3.	Mr. Sathundon Sattabusya	1	0.0001
Total		1,000,000	100.00

Remark:

- ⁽¹⁾ Hello Bangkok Holding Company Limited is a private limited liability company incorporated under the law of Thailand, where its shareholders are Miss Inthira Chuaysanit, holding 50 percent of total shares of the company, Mr. Sathundon Sattabusya, holding 40 percent of shares of the company and Mr. Waranyoo Ketwongkot, holding 10 percent of shares of the company. In this regard, such persons are not connected persons of the Company.
- ⁽²⁾ Win Harvest International Limited is a private limited liability company incorporated under the laws of Hong Kong Special Administrative Region of the People's Republic of China. In this regard, the Company has asked all of the connected persons of the Company and none of the connected persons of the Company holds shares in the Seller. In addition, the Company received a confirmation letter from the Seller that Seller is not a connected person of the Company.

Key Financial Information of Hello LED

Key financial information of Hello LED according to its audited financial statements as of December 31, 2016, December 31, 2017 and December 31, 2018 are detailed as follows:

Unit: THB million	Fiscal Year (ended December 31)					
	2016		2017		2018	
Statement of Financial Position						
Cash and Cash Equivalents	27.25	2.11	25.05	1.68	42.06	2.93
Trade Accounts and Other Receivable	51.84	4.02	7.82	0.52	8.37	0.58
Short Term loans	306.02	23.72	523.85	35.04	544.08	37.91
Other Current Assets	356.80	27.65	259.39	17.35	266.77	18.59
Property, Plant and Equipment	286.66	22.22	230.89	15.44	185.92	12.95
Other Non-Current Assets	261.76	20.29	448.01	29.97	388.00	27.03
Total Assets	1,290.33	100.00	1,495.00	100.00	1,435.20	100.00
Current Liabilities	612.73	47.49	803.14	53.72	733.67	51.12
Non-Current Liabilities	214.00	16.58	165.42	11.06	110.21	7.68

Unit: THB million	Fiscal Year (ended December 31)					
	2016		2017		2018	
Total Liabilities	826.72	64.07	968.55	64.79	843.87	58.80
Authorized Share Capital	100.00	7.75	100.00	6.69	100.00	6.97
Issued and Fully Paid-Up Share Capital	100.00	7.75	100.00	6.69	100.00	6.97
Retained Earnings (Deficit) Unappropriated	363.61	28.18	426.45	28.53	491.34	34.23
Total Shareholders' Equity	463.61	35.93	526.45	35.21	591.34	41.20
Income Statement						
Revenue from Sale of Goods and Rendering of Services	466.56	100.00	568.04	100.00	618.45	100.00
Cost of Sale of Goods and Rendering of Services	(295.26)	(63.28)	(323.07)	(56.87)	(380.98)	(61.60)
Other Income	30.28	6.49	15.40	2.71	18.37	2.97
Selling and Administrative Expenses	(93.13)	(19.96)	(172.38)	(30.35)	(168.80)	(27.29)
Profit before Finance Costs and Income Tax Expenses	108.45	23.24	88.00	15.49	87.04	14.07
Finance Costs	(3.00)	(0.64)	(2.45)	(0.43)	(2.34)	(0.38)
Tax Expenses	(23.80)	(5.10)	(22.71)	(4.00)	(19.81)	(3.20)
Net Profit (Loss)	81.65	17.50	62.84	11.06	64.89	10.49

Remark: According to the underlying agreement to purchase shares, Hello LED has to terminate the lending contract with Hello Bangkok Holding Co., Ltd. and Hello Bangkok Holding Co., Ltd. is required to repay the outstanding debt as well as interest payment upon such loan agreement,

Revenue Structure

	Fiscal Year (ended December 31)					
	2016		2017		2018	
	THB million	Percent	THB million	Percent	THB million	Percent
Revenue from media advertising services	389.81	78.5	457.68	78.4	485.78	76.3
Revenue from production and services	76.75	15.4	110.35	18.9	132.67	20.8
Other income	30.28	6.1	15.40	2.6	18.37	2.9
Total	496.84	100.0	583.44	100.0	636.82	100.0

As for the revenue from advertising media services, Hello LED entered into an agreement to provide media management rights with Plan B. Media Company Limited. (Public) so that PLANB has the right to manage and sell some of Hello LED's advertising media. In addition, Hello LED also provides advertising media to the company. Master Mind Holding Limited by Hello LED earns revenue from providing media management rights to PLANB is approximately 79.0 - 79.2% and the revenue from providing advertising media to Mastermind is around 19.5 - 20.4% of the total revenue from providing advertising media.

In addition, Mr. Sathandorn Sattabutr, shareholder and key executive of Hello LED is currently a director and authorized signatory of Master Mind. Holding Limited as well

Since the company has considered with the existing shareholders to send a representative of the company to be the chief financial officer of Hello LED, this approach will help the company to follow the operations of Hello. And in the case of providing advertising media to Master Mind Holding Company Limited, the company will be able to consider the terms and prices of the service To ensure that the services will be in accordance with general commercial conditions as well as advertising media services at Hello LED service to PLANB or others

Other Juristic Persons in which Hello LED Holds Shares Exceeding 10 Percent

-None-

4.1.4.2. Business Organization of Hello LED after the Completion of the Transaction

After the completion of the Transaction, the business organization and the management of Hello LED will be as follows:

List of Shareholders of Hello LED

No.	Name	Number (Shares)	Shareholding Ratio (Percent)
1.	Hello Bangkok Holding Co., Ltd.	499,999	49.9999
2.	Master Ad Public Company Limited	500,000	50.0000
3.	Mr. Sathandon Sattabusya	1	0.0001
Total		1,000,000	100.00

After the completion of the Transaction, the Company will hold 50 percent of the total paid-up shares of Hello LED. Nevertheless, the existing shareholders of Hello LED, i.e. Hello Bangkok Holding Co., Ltd. and Mr. Sathandon Sattabusya (the “Existing Shareholders”) will still hold another 50 percent of total paid-up shares of Hello LED, which resulting in the Company having no control over Hello LED and Hello LED will be deemed an affiliated company of the Company. In this regard, the Company will use the equity method for accounting records of such affiliated company. (referring to the invitation letter of the Extraordinary General Meeting of Shareholders No. 1/2020)

The company will enter into an agreement between shareholders and Hello Bangkok Holding Company Limited, which will be effective on the date of the transaction of Hello shares. LED is complete to set rights and responsibilities for internal management. Hello. LED, which has the following brief summary.

1) Quorum for Shareholders' Meeting

The quorum of any meeting of the shareholders of Hello LED, in any case, shall require the presence of shareholder(s) representing at least 50 percent of the total issued shares in Hello LED consisting of at least 1 representative from each of the Existing Shareholders and the Company.

(The IFA has not received the information from Hello LED regarding to the amendment in the regulation to be notified in the shares purchase agreement of Hello LED in which it is in the preparation progress by the legal advisor)

2) Resolution

After the completion of the Transaction, the requirement of a resolution at the shareholders' meeting shall be as follows:

- (a) General Resolutions: all general resolution matters shall be passed by more than 50 percent affirmative votes of the shareholders present at the meeting and entitled to vote; and
- (b) Special Resolutions: all special resolution matters shall be passed by not less than 75 percent affirmative votes of the shareholders present at the meeting and entitled to vote.

3) The Board of Directors of Hello LED

After the completion of the Transaction, the composition of the Board of Directors shall be 4 directors, consisting of 2 directors to be elected and appointed upon the nomination of the Company and 2 directors to be elected and appointed upon the nomination of the Existing Shareholders.

In this regard, the structure of the Board of Directors of Hello LED before and after the shares purchase of Hello LED transaction is as follows:

No	Board of Directors Lists <u>before</u> Shares Purchase Transaction		Board of Directors Lists <u>after</u> Shares Purchase Transaction	
	Name	Position	Name	Position
1.	Mr. Satundon Sattabud	Director	Mr. Satundon Sattabud	Director (Existing Shareholders)
2.	Miss Intira Chueysanid	Director	Miss Intira Chueysanid	
3.	Mr. Kittichai Srijumroen	Director	Mr. Chiw Gou Chuan	Director (from the Company)
4.	-None-		Miss Thamonwan Narinthawanich	

4) Authorized Director

Directors who are nominated by at least 1 company and directors who have been nominated by at least 1 shareholder group to sign with the company's seal.

5) Dividend Payment

Hello LED has a policy to pay dividends at the rate of not less than 60.005, from the annual net profits of Hello LED under the terms and conditions of the agreement between the shareholders.

6) In Case of Conflict

In the case that there is the quorum insufficient for 2 consecutive times in either the meeting of Board of Directors or Shareholders of Hello LED or the meeting of Board of Directors or Shareholders of Hello LED does not approve any agenda for 2 consecutive meetings. It should be considered as a conflict in which the Company and the existing shareholders have already addressed the conflict management procedure within the contract between shareholders (referring to the draft of invitation letter for the Extraordinary General Meeting No. 1/2020). The IFA has not received the contract or the draft contract. From the management interview, the contract is in the preparation progress by the legal advisor.

The Operation after the Shares Purchase Transaction of Hello LED

For the operating after the share purchase transaction of Hello LED, the Company will appoint Mr. Satundon Sattabud, the current managing director of Hello LED as the manager due to his competency and management experiences at Hello LED since 2015. The Company will appoint another 2 representatives as the directors in Hello LED (from the total of 4 directors in Hello LED) and will consider together with the existing shareholders in order to appoint a CFO for Hello LED.

Management Information of Hello LED

Name-Surname: Mr. Satundon Sattabud

Address: No 252, Orchid Villa Village, Ladprao 71, Klong Jao Khun, Wang Thong Lang, Bangkok 10310

Education:

Master's degree: Law

George Washington University

Bachelor's degree: Law

Thammasat University

Experiences:

Executive Director

Hello Bangkok LED Co., Ltd.

Director of Marketing Procurement	Boonrawd Trading Co., Ltd.
Marketing Manager	Sri Muang Rice Mill Co., Ltd.

Relationship with the Company: No relationship with the Company, including directors, executives, and major shareholders of the Company. After the shares purchase transaction of Hello LED, the existing shareholders will consider to appoint Mr. Sathandon Sattabusya as the director and management in Hello LED.

After the shares purchase transaction of Hello LED and after the business operation adjustment of the Company, the details of transaction overview of the Company are shown in Section 3. Hello LED will sell the advertising media mainly through PLANB under the management contract between Hello LED and PLANB. (Hello LED's advertising media is not included in the Advertising Media Management and Service Agreement between the Company and PLANB)

In addition, in order to prevent conflicts of interest that may arise after the business operation adjustment of the Company, the Company and Hello LED have considered the guideline for the mutual business opportunities in the future as follows.

- In the case that there is the business opportunity or the construction right and the ownership for Out-of-Home media (Static Billboard and/or Digital LED) for Hello LED. The Company and existing shareholders will consider to let Hello LED invest in such opportunity.
- In the case that there is the business opportunity or the construction right and/or the ownership for Out-of-Home media (Static Billboard and/or Digital LED) for the Company, the Board of Directors of the Company will consider to allocate such opportunity to the subsidiaries or Hello LED depending on the appropriateness of the business and circumstances.

4.1.5. Total Value of Consideration

4.1.5.1. Total Value of Consideration

The total value of consideration, in cash, for the purchase of 500,000 shares in Hello LED, at a purchase price of THB 3,900 per shares, totaling THB 1,950,000,000 (One Thousand Nine Hundred Fifty Million THB).

4.1.5.2. Payment and Terms of Payment

The Company will pay the consideration to the Seller after the Extraordinary of Shareholders' Meeting of the Company No. 1/2020 approves the Transaction and all conditions precedent under the relevant agreements in respect of the Transaction are fulfilled or waived by the relevant parties.

4.1.6. Basis Used to Determine the Value of Consideration

The basis used to determine the value of consideration for the Transaction is the price mutually agreed by the Company and the Seller, based on the calculation criteria of the value of acquired assets as stipulated in the item 4.1.6. above.

4.1.7. Expected Benefits for the Company

The Company views that the Transaction will benefit the Company and its shareholders as follows:

- 1) to increase the Company's potential to own the Out of Home advertising media, especially the static billboard, and digital LED, resulting the Company acquiring ownership over new advertising media which are able to reach target more precisely and covering various areas.
- 2) to create the economies of scale which will result in the decrease of expenses in the business operation of the Company, especially, the general and administrative expenses and cost of raw materials, making the Company's operation to be more effective, and resulting in better return on investment to the Company's shareholders.
- 3) To receive the dividend income from Hello LED in which Hello LED has the policy of dividend payment at a rate of not less than 60.00% from the net profit of the fiscal year under the terms and conditions of the relevant contract between shareholders such as Hello LED may not pay dividends if the Board of Hello LED (consisting of the person nominated by the company) is of the opinion that Hello LED is necessary to use the funds as working capital to manage and expand the business of Hello LED etc. However, if there is a dividend payment, the company will have the right to receive dividends according to the proportion of the shares in Hello LED at that time.

4.1.8. Source of Funding

The Company will use the proceeds from the issuance and allocation of 1,080,000,000 newly issued ordinary shares, with a par value of THB 0.10 per share in form of offering newly issued shares through Private Placement to PLANB, at a purchase price of THB 1.4381 per share, totaling THB 1,553,148,000. In case such funding is not adequate, the Company will consider utilizing its THB 396,852,000 short-term credit facilities from financial institutions, which bear interest at the rate of 2.40-3.00 percent per annum, to pursue the Transaction. In the event that the Company utilize all of such short-term loan from financial institutions for the purchase of all shares in Hello LED, the Company's debt to equity ratio (D/E Ratio) will be increased from 0.61 to 1.30 according to the audited consolidated financial statements of the Company for the period ended June 30, 2019. In this regard, the loans provided by the financial institutions does not have any conditions which may affect any right of the shareholders.

The details regarding the issuance and offering of the newly issued ordinary shares to PLANB is as set out in the Information Memorandum on the Issuance and Offering of the Newly Issued Ordinary Shares through Private Placement, which is a connected transaction of Master Ad Public Company Limited, dated October 31, 2019. (Shown in Section 5)

4.1.9. Conditions of the Transaction

The completion of the Transaction is subject to the approval from the shareholders' meeting of the Company and the fulfilment of and/or waivers on the condition precedent under the relevant agreement by the relevant parties as specified in clause 4.1.3.1.

4.1.10. Significant Legal Issues

Share transaction of Hello LED may be a risk that may occur from some Hello LED signage may not have a construction permit under the Building Control Act, which may result in Hello LED may be ordered to take corrective action or to demolish some of the billboards, which may result in the reduction of Hello LED advertising media and affecting future revenue of Hello LED.

In order to prevent the risk that may occur in the future after the completion of the Hello LED Share Acquisition Transaction, the company and its current shareholders of Hello LED will consider the approval of the construction of the signage that will occur after entering into the transaction to purchase Hello shares LED is complete to comply with the law and for existing advertising signs. The company and existing shareholders of Hello LED will use their best efforts to carry out the Building Control Act and other relevant laws.

In addition, entering into the transaction to buy Hello LED shares may pose a risk as the Hello LED ink spray printing business is located in the area under the control of the Act. The company plans to see that because the revenue from the Hello LED ink spray printing business is not a significant part of the total revenue of Hello LED, the risk that may arise from the forced dissolution of ink printing business. It is therefore a risk that does not have a significant impact on the Hello LED stock purchase transaction.

In order to prevent the risk that may occur in the future, after the completion of the transaction for the acquisition of Hello LED shares, the company and the current shareholders of Hello LED may jointly consider moving the spray printing business location. Ink to the place where the business can be conducted the Urban Planning Act There may be additional expenses for new service locations, which are short-term impacts and have low cost values.

For this purpose, as a precaution against the above risk, entering into a share purchase agreement with the seller, the company will negotiate with the seller to allow the seller to certify the legal status of Hello LED for a period of 1 Year, in which the seller is liable for any damages in the event of any significant damage to Hello LED caused by liability under the

Building control and the Urban Planning Act. In addition, the company has negotiated with the seller to allow the seller to compensate the company for any damages to the company in the total value of THB1,750 million, which is the amount the company considers likely to cover the damage that may occur. The company will complete the inspection of the status of the signs within a period of 1 year, which the seller agreed to certify the legal status of Hello LED.

In addition, in checking the legal status of Hello LED on 5-6 September 2019, it was found that Hello LED has not been sued or prosecuted for failing to comply with any law.

4.1.11. Management Agreement for Managing Advertising Media

After the transaction of the acquisition of Hello LED shares and the issuance and offering of newly issued ordinary shares to PLANB is completed. The company will adjust its business direction from being an Out of Home Media provider to being the only owner of advertising media in Thailand and providing construction, procurement, installation, and maintenance services. The said media will give the rights to manage the advertising media owned by the Company and its subsidiaries in Thailand to those who have expertise in Manage and sell advertising media as an operator. The company will focus on the development and expansion of the Out of Home Media of the foreign company and other services of the company instead, so the company intends to sign the management agreement to manage advertising media (Advertising Media Management and Service Agreement) to give rights to PLANB in the management of advertising media in Thailand of the Company and / or its subsidiaries ("Management Agreement for Advertising Management"), that is a connected transaction of the Company, which must be approved by the shareholders' meeting at the same time.

In addition, details regarding the transaction of the management agreement for managing the said media appear in the information regarding the connected transaction of Master Ad Public Company Limited, (Shown in Section 6).

4.2. Reasons and Appropriateness of the Assets Acquisition Transaction

The objective of entering into the transaction of acquiring the shares of Hello LED is to increase the Company's potential in owning Out of Home Advertising Media capable of more effectively and accurately covering target areas and reaching target audiences. The Company, therefore, wishes to invest in Hello Bangkok LED Company Limited ("Hello LED") which holds the ownership rights (or leasehold rights) of the static billboard and digital LED advertising media, whereby as at June 30, 2019 Hello LED has a total of 134 static advertising billboards, mostly located in Bangkok Metropolis. These account for 57.01 percent of all Hello LED advertising billboards, with the remaining 42.99 percent spread in all other regions throughout Thailand. Hello LED also has digital LED advertising on 74 screens mainly in in the Bangkok Metropolitan area. The said transaction is in line with the Company's business operation which is to be adjusted from a service provider of Out of Home Media advertising to only the owner of advertising media in Thailand providing construction, procurement, installation and maintenance services for the said media, and giving the right to manage the advertising media that the Company and its subsidiaries wholly own in Thailand to those with expertise in managing and selling advertising media

while the company will focus on developing and expanding the Out of Home Media business of the company in foreign countries instead. The Company expects that the transaction will increase the return to the shareholders of the company when compared with the business structure before entering into the transaction.

4.2.1. Hello LED Opinion of the Board of Directors regarding the Hello LED Shares Acquisition Transaction

The Board of Directors' Meeting of the Company No. 6/2019, held on October 30, 2019, has considered and opined that the Transaction is reasonable and highly beneficial to the Company and its shareholders as it will increase the Company's potential ownership of Out of Home advertising media and create the economies of scale as detailed in clause 4.1.8.

4.3. Pros and Cons of Executing and Not Executing the Assets Acquisition Transaction

4.3.1. Pros of entering into the asset acquisition transaction

1) Increasing the Company's potential in securing ownership of Out of Home Advertising Media

This investment in Hello LED will increase the Company's potential in owning out of home media, especially static billboard and digital LED media, due to the advantageous location of large-size billboards and LED screens that can be considered to have installation points nationwide especially in areas where MACO does not have billboards or located in MACO-desired areas, which will result in the Company becoming owner of advertising media that can effectively reach the target audience with more coverage and accuracy.

2) Synergy

The investment in Hello LED, a company that operates in the same business, will promote economies of scale which should result in lower operating costs for the entire company especially in terms of general & administrative expenses and raw material costs, rendering a strengthening of the company's operations. For example, the Company may consider choosing to utilize sign maintenance service from Hello LED in the event that it has insufficient personnel. In addition, the company will be able to reduce important material cost, such as raw material cost for inkjet printing if, in the future, both the Company and Hello LED jointly purchase raw materials together. Moreover, the synergy will increase the bargaining power with advertising media and agencies which will create better return for the shareholders of the Company. From the management interview, the expenses to be reduced mostly are marketing management and selling expenses.

3) It is an investment in line with the Company's business policy.

The Company has a policy to expand its business and increase the number of advertising billboards through investment in companies that have similar business and also creating added value for the company from

returns on investment in the form of dividends and, at the same time, also increasing the overall potential for the Company in the long run, which will result in it being more attractive to further investment and render positive impacts on raising capital for future projects.

4) Acquiring a potential business partner

Hello LED has expertise in the same business as the Company. As such, future cooperation in market expansion will render positive results for the Company and its shareholders in the long term.

5) The Company will receive returns in the form of dividends.

There is the opportunity for the Company to receive dividends from Hello LED as discussion with the company's executives it was noted that in the Hello LED share purchase agreement, a dividend payment policy of not less than 60 percent will be made from the annual net profits of Hello LED under the relevant terms and conditions of the contract. However, Hello LED might not pay the dividend in the event that the Board of Directors of Hello LED considers that Hello LED requires the funding for working capital and expansion purposes (whereby the Independent Financial Advisor referenced the dividend payment rate from the published information regarding the transaction of acquisition of assets of the Company and a summary the key conditions of the Hello LED share purchase agreement. However, the IFA has not received the contract or drafted the contract for the Hello LED share purchase transaction and has not received the documentation pertaining to such relevant terms and conditions. In addition, Hello LED has never had a policy to pay dividends in the past. Through enquiries of the Company's executives, it was learned that the contract for entering into the said transaction is still being drafted by the legal counsel of both the Company and Hello LED, with the details of the dividend payment being specified in both the contract as well as formalized in the amended articles of association of Hello LED.)

4.3.2. Cons of entering into the asset acquisition transaction

1) Effect on shareholding ratio and share price

As the company will use the funds from issuing new ordinary shares to PLANB in the amount of 1,080,000,000 shares Par value of THB 0.10 per share in the form of a newly issued share offering to the private placement (Private Placement) at the offering price of THB1.4381 per share, totalling THB1,553,148,000 will reduce the percentage of shareholding of the former shareholders of the company by decreasing the proportion of shareholding (Control Dilution 19.96% and decrease in profit share (Earnings Dilution) 19.96% of the total voting rights of the Company after entering into the issuance and offering of newly issued ordinary shares to PLANB, (From the inquiry of the management of the company that, if the company has not approved the

issuance and offering of shares to PLANB, the company expects to have a loan to buy the whole amount, because the company currently has other liabilities as well).

2) Increased liabilities after entering into the asset acquisition transaction

Other than the issuance of newly issued ordinary shares to PLANB, the Company will consider using short-term credit facilities from financial institutions totalling THB 396,852,000, which have interest rates of between 2.40 to 3.00 per annum for the transaction to acquire Hello LED shares.

If the Company does use the total amount of loans from financial institutions to pay for the said shares, this will cause the debt / equity ratio (D / E Ratio) of the Company to increase from 0.61 times to 1.30 times according to the consolidated financial statements for the accounting period ending 30 June 2019.

3) Interest burden increased

If the company is obligated to incur higher debt, the company will have to pay higher interest by approximately THB11.91 million per year (calculated from the total loan amount of THB396,852,000, amount x Interest rate at percent 3), which will affect the overall performance of the company.

4) This investment will not give the Company control over Hello LED

In investing in the purchase of Hello LED shares, the Company will acquire 50 percent of the shares of Hello LED and after the completion of the transaction of Hello LED shares, the Board of Directors of Hello LED will comprise 4 members consisting of 2 directors who are nominated 2 by the Company and 2 additional directors nominated by the original shareholders group, resulting in the Company not having control over Hello LED.

5) Reduction of the shareholding ratio of existing shareholders and the loss of control over voting rights

Due to the fact that the acquisition of Hello LED shares will rely on funding from the issuance of additional ordinary shares to PLANB in the amount of 1,080,000,000 shares, such capital increase will reduce the proportion of shares of the existing shareholders of the Company, with control dilution equivalent to 19.96 percent and the earnings dilution equal to 19.96 percent of the total voting rights of the Company. After completing the issuance and offering of newly issued ordinary shares to PLANB, PLANB will have a 19.96 percent stake in the Company. If the number of shareholders of the Company who attend the meeting is less than 79.84 percent of the total number of shareholders in attendance and having voting rights, PLANB can exercise their right to oppose or not support the agenda which requires a vote of not less than 3 in 4 of the shareholders who attend the meeting and have the right to vote.

6) Loss of opportunity to invest in other businesses that may give higher returns.

This transaction to purchase Hello LED shares will require investment capital of up to THB 1,950 million which, if in the future, there are interesting investment projects or other companies that offer a good rate of return, the Company may lose the opportunity to invest in such project or company, or there may be restrictions on investment in that project or company which may require the Company to find other sources of funds to invest in the said projects or companies. However, the debt to equity ratio of the Company is still quite low, and the Company may therefore have the ability to incur additional debt for investment.

4.3.3. Pros of not entering into the transaction

- 1) The proportion of shares held and voting rights of the existing shareholders are fixed.

In the event that there is no transaction to purchase ordinary shares of Hello LED, the Company will not need to increase the capital by issuing ordinary shares in amount of 1,080,000,000 shares for sale to specific investors which will maintain the same proportion of shares and voting rights of the existing shareholders and render no impact in terms of control dilution or earning dilution or change the voting power on important agenda items.

- 2) The Company will not have to bear the risk of investing in this project.

In the event that the Company decides not to enter into this transaction, it will not have to bear various risks from this investment as specified in item 4.4

4.3.4. Cons of not entering into the asset acquisition transaction

- 1) Loss of opportunity to increase revenue and profit

In the event that the Company decides not to enter into this transaction, it will lose the opportunity to increase revenue, including the opportunity to receive returns from the investment in Hello LED and the chance to cooperate in the expansion of the business to achieve synergy (Economies of Scale) which will result in lower operating costs of the whole company, especially in terms of general and administrative expenses, mainly are marketing management and selling expenses, and raw material costs, as well as losing the opportunity to strengthen bargaining power with advertising media production companies and agencies.

- 2) The Company must take the time to consider investing in other projects.

In the event that the Company decides to not enter into this transaction, the Company will lose the opportunity to expand its Out of Home Media business with advantageous locations of large billboards and LED screens regarded as having nationwide installation coverage which is an investment in a company that is ready for operation to generate revenue and return to the Company. And if the Company wanted to expand and grow such business by itself or by purchasing other businesses, the Company may take a long time to proceed with

such operation or search for potential companies, including price negotiations and uncertain trade conditions, resulting, therefore, in opportunity costs to the Company if investment in this project is rejected. In addition, other projects that the company considers in the future may yield lower returns and / or involve a higher risk of project implementation than this project, thereby reducing the value of investment for future projects.

4.4. Risks Involving in the Assets Acquisition Transaction

1) Risks from operating results and returns that are not as expected

This investment may pose some risk to the Company from operating results and returns that are not as expected due to various risk factors whether they be external factors such as economic risk, political risk, financial system risk and regulatory risk, including changes in consumer behavior and business competition which may affect its operations, domestic purchasing power and sales of various businesses, rendering restricted economic growth. In addition, entrepreneurs base their consideration of the use of advertising media budget on maximized value. However, there is a management agreement with PLANB for PLANB to be responsible for the marketing and sale of Hello LED advertising media with Hello LED mainly selling its advertising media via PLANB.

2) Risk from contract still under negotiation

The transaction to buy Hello LED shares is still under negotiation and may be disclosed or changed in some details later. MACO stated that if there are any significant changes, the company will notify shareholders later. However, if the contract has a significant change after the shareholders' approval, it may cause the approved resolution to be different from the needs of the shareholders.

3) There may be a condition with disagreement and inability to vote (Deadlock Matter).

Due to the structure of the board of Hello LED after the acquisition of Hello LED shares, there will be 4 people, from the existing shareholder group 2 people and represent from MACO 2 people, which would have to vote on an important agenda together but have disagreements, which could not be voted on the matter, resulting in Deadlock Matter, which may cause management problems.

According to the draft summary of the contract and from the inquiry of the management of the company, it is stated that if the said situation occurs, the executives of both groups will find a solution to the problem together honestly to solve the said problem. If the management of both parties are unable to resolve the above resolution, there may be a purchase or sale of shares between the two parties so the other party has control over the buy-out mechanism.

4) Risk of incomplete advertising billboard licenses

Because Hello LED is a provider of static billboard and digital LED advertising media under the Building Control Act of 1979 ("Building Control Act"), billboards or the construction of structures for installation thereof of Hello LED are considered a "building" according to the Building Control Act. From the summary of the Legal Due Diligence Report, Hello LED has provided its legal counsel with only partial sample due diligence documentation prepared by Hello LED. However, the management of Hello LED is unable to confirm the number of billboards that have been inspected and correctly received the building inspection certificate (Ror. 1) under the Building Control Act. In the event that an inspection of any Hello LED signage finds them to not be properly licensed, Hello LED may be suspended from using that frame structure and may require corrective action through the application for the correct permit, including having to pay a fine as required by law. Furthermore, if any such signage cannot be corrected, Hello LED may be forced to demolish the structure which will affect the performance of Hello LED.

Based on Section 21 of the Building Control Act, the construction of a static billboard and digital LED media if not properly permitted to construct, modify, demolish, move and use or change usage shall be liable to imprisonment for a term not exceeding 3 months or a fine not exceeding THB 60,000 or both, and shall also be liable to a fine of not more than THB 10,000 per day throughout the period of violation or until corrective action is taken as directed by the local official. However, if such violation cannot be corrected, the local official is authorized to order the owner or occupant of the building, the supervisor or the operator to demolish the building in whole or in part within the specified period but not less than 30 days. Failure to comply with the order shall be liable to imprisonment of not more than six months or a fine not exceeding THB 100,000 or both. In addition, there is also a fine not exceeding THB 30,000 per day until the order of the local official is complied with.

In this regard, the inquiry of the legal counsel of the Company, it was learned that the Ministerial Regulation No. 23 (B.E. 2533) was issued on September 27, 1990 under the Building Control Act of 1979. Any advertising billboard constructed before that date of enforcement of the aforementioned Ministerial Regulation will be regarded as not requiring a license. However, the management of Hello LED is unable to confirm whether or not the Hello LED billboard and digital media structures were built before that date.

Based on interviews with Hello LED executives, most of the structures were built before the start of tenure of the current Hello LED executives in 2015, so it is not possible to know if they were constructed before September 27, 1990 or not. As such, the issue is a risk and an overall problem that does not have a clear solution. In practice, Hello LED will check the stability of the structures and formulate regular maintenance plans to extend the lifespan and prevent safety problems. At present, 80 percent of the total number of billboards has been examined and, in the past, Hello LED has never been the subject of any complaint regarding unlicensed billboards nor has it ever been investigated by the relevant authorities.

Nevertheless, discussion with the Company's legal counsel referenced a draft of the share purchase agreement between the Company and WIN which requires WIN, as the seller, to certify and guarantee the status of Hello LED, including the completeness of business licensing for a period of 1 year and with a guaranteed credit line equal to the trading value of shares, or in the amount of THB 1,950.00 million. However, the completeness of the aforementioned construction license is a significant risk that cannot be assessed and may significantly affect the business operation of Hello LED, including the fair value of the business.

However, the company has negotiated with the seller to allow the seller to provide a certification about the legal status of Hello LED for a period of 1 year, in which the seller must be liable to pay for damages in the event of any damage to Hello LED, in essence, caused by liability under the Building Control Act, in which the seller agrees to indemnify the company for any damage Resulting to the company in the highest total value of THB1,750 million, which is the amount the company considers likely to cover the damage that may occur.

5) Risk of non-compliance with the Town Planning Act of 1975 and 2019

Since Hello LED operates inkjet printing services at its head office, which is currently located in a restricted area under the Town Planning Act of 1975, which stated that all ink spray printing businesses are prohibited by law and the Town Planning Act B.E. 2562 (which has just come into effect on November 22, 2019). However, Hello LED can move the ink spray printing service to another location, if necessary, which may entail additional expenses for the relocation of the new service, the inconvenience and print delivery.

However, failure to comply with the said Town Planning Act B.E. 2562 may result in Hello LED facing penalties of imprisonment for a term not exceeding one year or a fine not exceeding ten thousand THB, or both, as well as having to pay a daily fine of not more than THB 10,000 until corrective action is taken or being forced to liquidate the printing service at that location -- which will affect profit and the ability to generate income, including the fair value of Hello LED's business.

However, in order to prevent future risks after the completion of the Hello LED stock acquisition transaction, Hello LED companies and current shareholders may jointly consider moving the premises for ink-jet printing, to go to the place that can operate the business according to the Urban Planning Act, which may require additional fees for new service locations, which is a short-term impact and has a low cost value.

6) Risk of damage mentioned above after the seller has given legal status certification

If Hello LED is damaged by the risk described above after the time that the seller has agreed to compensate the company for any damage to the company as a result of the seller wrong. The contract and / or the seller's guarantee given to the Company for a period of 1 year. If damage occurs afterwards, the company will not be able to claim any damages any longer, both in terms of Clause. 4.1.3.1 The above states that if the company is unable to claim the seller to compensate for damages arising from liability under the share purchase agreement to the company. The company is able to request Hello Bangkok Holding Company Limited, the

former shareholders of Hello LED, to compensate the company. Instead, the independent financial advisor considers that the seller is a limited company established in the special administrative area. Hong Kong of the People's Republic of China is therefore at risk of not being able to follow back easily to compensate if there is a problem with the company. Therefore, the company should open an escrow account to insure the risk for the insurance. During the period when the seller certifies legal status, it should be able to reduce the risk. In addition, the contract is still under negotiation and there may be uncertainty and the status guarantee period is not enough. However, the company will complete the inspection of the status of the signs within a period of 1 year. The company and its former shareholders of Hello LED will use their best efforts to implement the Building Control Act and in accordance with other related laws, which the company expects to be able to reach an agreement and can sign the relevant contract within the first quarter of 2020.

7) Risk of not receiving dividends

If the board of Hello LED (consisting of individuals nominated by the company) is of the opinion that Hello LED is necessary to use such funds as working capital to manage the business and expand the business of Hello LED, the company is at risk to not receive dividends in that period.

8) Risks of competition in new media formats

At present, although there is still a good trend for growth of Out of Home Media due to the expansion of the city and public transportation systems such as the BTS and subway; however, many new forms of advertising media are constantly being developed, especially online media that is fast-growing and able to reach consumers at all times because of better internet access the internet more. The main factor spurring such growth is the sharp increase in the smartphone ownership rate with more than 83 percent of Thai consumers in 2017 possessing a smartphone. Such trend may undoubtedly affect future business operations.

9) Risks arising from changes in consumer behavior in the digital and online age

Consumer behavior in the digital age has significantly changed with digital, online, and online media having a greater role in influencing consumer behavior. Larger numbers of consumers are increasingly using such media as they capture interest, are visually appealing, able to respond to customers' needs quickly and provide access to all target groups in a variety of ways. In addition, digital advertising media can respond to entrepreneurs' needs regarding cost-effectiveness of budgeting for advertising products and services. As such, the Company's clients may therefore increase spending on digital media or online media instead.

10) The risk pertaining to revenue sources of Hello LED

The majority of Hello LED's main income, at approximately 98.5 - 99.6 percent, comes from two major customers, PLANB (approximately 79.0 - 79.2 percent) and Master Mind Holding Company Limited (approximately 19.5 - 20.4 percent). If Hello LED loses both of these large customers, its operating results

would inevitably be significantly affected. However, Hello LED is the contractor that generates the highest income for PLANB, accounting for 18.1 and 15.8 percent of the total income of PLANB in 2017 and 2018, respectively. Moreover, PLANB has executed an agreement to partner with the business as a distributor of advertising media for Hello LED until the middle of 2021. Accordingly, since the contract between PLANB and Hello LED remains in effect until mid 2021, and Hello LED is the highest revenue contract for PLANB, it is expected that Hello LED will have a low risk in terms of revenue source. In addition, Mr. Sathandorn Sattabutr, the current shareholder and chief executive of Hello LED, is a director and an authorized director of Master Mind Holding Company Limited as well. LED will have a low-income source risk. In this regard, the Company has established measures to prevent conflicts of interest in the case of providing advertising services to Master Mind Holding Company Limited by considering the terms and conditions of the service to ensure that the services will be in accordance with general commercial conditions as well as the advertising media that Hello LED provides with PLANB or others, therefore causing the risk of conflicts of interest should be lower.

4.5. Appropriateness of Price and Condition for the Asset Acquisition Transaction

4.5.1. Principles in the preparation of the Independent Financial Advisor's opinion

The opinion of the Independent Financial Advisor is based on the assumption that the information, documents, contractual documents and draft agreements received, as well as interviews with executives and relevant staff of Hello LED are accurate and true. The Independent Financial Advisor has considered and studied the said information with prudence and reasonably in accordance with professional standards. In addition, the Independent Financial Advisor considers that the draft agreements, contracts and business agreements are effective and legally binding, without any information or event or condition that may affect the opinion on entering into this transaction. However, the Independent Financial Advisor has no reason to suspect that the information is inaccurate or incomplete in any significant way which will materially affect the completeness of the content of each data received.

The IFA's opinion was prepared under the industry situation, economic conditions and other external factors that prevailed at the time of preparation, including dependence on the information received which may later change significantly and may consequently affect the opinion of the Independent Financial Advisor. Nonetheless, the Independent Financial Advisor has no obligation to update or review or confirm its opinion in this IFA report.

4.5.2. Valuation Method

In evaluating the value of Hello LED's ordinary shares, the Independent Financial Advisor has considered 5 methods of valuation, which are

1. Book Value Approach
2. Adjusted Book Value Approach

3. Price to Book Value Ratio or P/BV Ratio Approach
4. Price-to-Earnings Ratio or P/E Ratio Approach
5. Discounted Cash Flow Approach

4.5.2.1. Book Value Approach

Book value valuation is a method to assess the value of Hello LED by considering the value shown in the account at a certain time whereby the book value of net assets is calculated (total assets deducted by total liabilities) or the value of shareholders' equity as shown in the report of the certified auditor of Hello LED as of December 31, 2018. The financial statements have been audited by Sombat and Friend Accounting Company Limited. The book value of Hello LED as of 31 December 2018 can be calculated as follows:

Book Value Approach

Item	Value (THB million)
Paid up capital (1)	100.0
Accumulated profit (loss) (2)	491.34
Total shareholders' equity (3) = (1) + (2)	591.34
Total number of paid shares of Hello LED (shares) ¹	1,000,000
Book value per share of Hello LED (THB)	591.34

Note: ¹ Par value of THB 1.00 per share, which is the share numbers as of 31 December 2018

Stock valuation using the Book Value Approach reflects the financial status of the company according to the book value which appears in the financial statements at any one time only but does not reflect the true value of some assets and significant events occurring after the date of the referenced financial statements, price or demand and supply in the market, as well as not reflecting future business profitability, the company's competitiveness, economic trends and industry overview. From the valuation of shares using the book value method, the share price of the business is equal to **THB 591.34 per share**.

4.5.2.2. Adjusted Book Value Approach

This valuation approach brings the total assets of Hello LED to total liabilities, including commitments and contingent liabilities as appeared in the report of the certified auditor of Hello LED as of December 31, 2018 and adjusted with various items that occur after the date referenced in the financial statements or items that have an effect on the book value to more accurately reflect the true value and then take the calculated results divided by the total number of paid shares of Hello LED. The calculation details are as follows:

4.5.2.2.1. Market value of the assets

Since most assets of Hello LED are current assets, as of December 31, 2018, the main assets of Hello LED are as follows:

- Short-term loans to related parties in the amount of THB 441.08 million (accounting for 30.73 percent of total assets)
- Prepaid expenses in the amount of THB 608.94 million (42.43 percent of total assets)
- Land, building and equipment totaling THB 185.92 million (equivalent to 12.95 percent of total assets). According to the interviews with management, Hello LED has not conducted appraisal by independent appraisers for public purposes in the past 6 months, it is therefore not possible to adjust the said items.

The Independent Financial Advisor has insufficient information regarding land, buildings and equipment. Moreover, Hello LED's main clients, namely PLANB and Mastermind Holding Company Limited, which should also have a customer relationship value. Therefore, the IFA is unable to evaluate the value under the adjusted book value method.

In this regard, the adjusted book value method will reflect the net asset value that is closer to the true and current value than the book value method by reflecting the market value of the assets which will affect the current net asset value. However, this method does not reflect the price or demand and supply in the market, and does not take into account economic trends, related industries, profitability, future business performance or the competitiveness of the business including other external factors that may affect future business operations. Therefore, the Independent Financial Advisor considers that this valuation method is not suitable for evaluating the fair value of Hello LED's ordinary shares and cannot reflect the true value of the business.

4.5.2.3. Price to Book Value Ratio Approach or P/BV Ratio

Valuation based on price to book value ratio method is the book value of Hello LED according to the report of the certified auditor of Hello LED as of December 31, 2018 which is equal to THB 591.34 per share multiplied by the price-to-book value ratio (Peer Group P/BV). In this way, the average P/BV ratio of listed companies operating similar businesses to Hello LED is used as the referenced P/BV ratio calculated from the daily closing price of the shares during the period between 7 and 360 days after the record date of October 29, 2019, the last business day prior to the meeting of the Board of Directors which approved the purchase of ordinary shares of Hello Bangkok LED Company Limited, representing 50 percent of the total shares of Hello LED from the former shareholders. The IFA selected 3 companies with similar business operations by using the average of the price to book value (P/BV ratio) of the listed companies for comparison, calculated from the average of such companies according to the specified time period and multiplied by the book value of Hello LED.

List of companies in the media and publishing business similar to Hello LED, of which the selection criteria can be summarized as follows

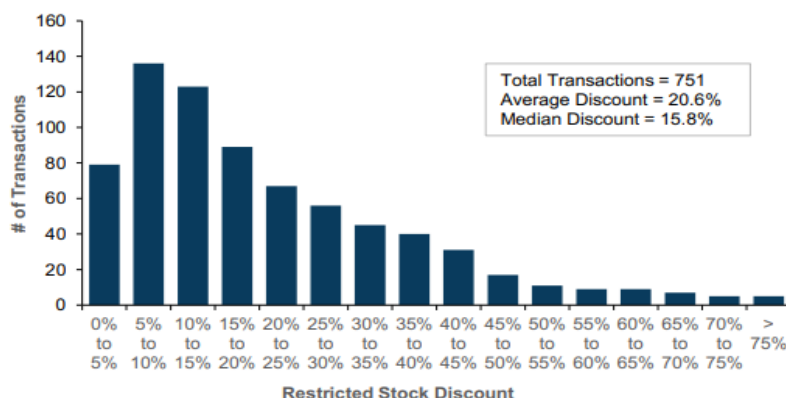
Comparable companies that conduct similar businesses

Company	Type of Business
MACO	The company is engaged in the business of providing out-of-home media services which are diverse in terms of format, size, installation locations and presentation techniques to be able to meet the needs of different markets and target customers by providing complete services starting from consulting, media planning, providing advertising production and installation services, organizing marketing activities, including maintenance of said media throughout the period of advertising media management.
PLANB	The company operates a service business and produces out-of-home advertising media divided into 8 main businesses as follows: 1. Transit Media 2. Static Media 3. Digital Media 4. In-Mall Advertising Media 5. In-Store Media 6. Airport Media 7. Online Media 8. Sports Marketing.
AQUA	The company mainly rents advertising space, operating through a hire purchase business, billboard space rental and investment property rental services, participation in procurement of real estate for rent and event service activities, warehouse rental and services, and billboard structure rental and advertising services.
VGI	The company is a service provider of Offline-to-Online ("O2O") solutions for advertising media services. The company has 3 main business platforms, namely out-of-home media business, payment service business and a complete package delivery business.

Source: SET

Because Hello LED is a company that is not listed on the SET, there may be a risk of liquidity or its ability to convert shares into cash without losing value. The Independent Financial Advisor, therefore, considered reducing the value of Hello LED stock based on the Discount of Lack of Marketability with base case equal to 15.8 percent and referencing the median from the revised Stout Restricted Stock Study Companion Guide, 2019 Edition as follows:

Stout Restricted Stock Study



Source: Stout Restricted Stock Study Companion Guide 2019 Edition by Stout Restricted Stock from July 1980 – June 2018

Summary of Market Price to Book Value (P/BV) of Hello LED's Comparable Companies

Comparable Company	P/BV Ratio by Number of Business Days								
	7 Days	15 Days	30 Days	60 Days	90 Days	120 Days	180 Days	270 Days	360 Days
MACO	2.21	2.23	2.27	2.30	2.30	2.28	2.31	2.60	3.09
PLANB	5.35	5.37	5.33	5.31	5.17	4.99	5.22	5.45	5.63
AQUA	0.51	0.52	0.54	0.57	0.58	0.58	0.56	0.55	0.56
VGI	5.62	5.61	5.61	5.64	5.73	5.73	5.55	5.28	6.41
Average of comparable companies	3.42	3.43	3.44	3.45	3.44	3.39	3.41	3.47	3.92
Book value per share of Hello LED (THB per share) ¹	591.34	591.34	591.34	591.34	591.34	591.34	591.34	591.34	591.34
Share price (THB per share)	2,023.40	2,028.80	2,033.49	2,042.72	2,036.41	2,006.77	2,016.64	2,053.16	2,320.11
Liquidity discount	15.8%	15.8%	15.8%	15.8%	15.8%	15.8%	15.8%	15.8%	15.8%
Share value after adjustment of liquidity discount	1,703.71	1,708.25	1,712.20	1,719.97	1,714.66	1,689.70	1,698.01	1,728.76	1,953.53

Source: Capital IQ

Note: ¹ Calculated from shareholders' equity as of 31 December 2018

From the report of the certified auditor of Hello LED as of December 31, 2018, at which time the book value per share was THB 591.34 multiplied by P/BV ratio as per the above table, which is in the range of 3.39 - 3.92 times, the value of Hello LED's shares after adjusting the liquidity discount is in the range of **THB 1,689.70 - 1,953.53 per share**, which is lower than the purchase price of Hello LED shares at THB 3,900 per share by THB 1,946.47 - 2,210.30 per share. However, the price to book value ratio method does not reflect the profitability and future results of Hello LED's business operation. In addition, the group of companies used as comparison, even though they have similar business operations, still had differences in terms of detail. Therefore, this method is not appropriate for valuing Hello LED's shares.

4.5.2.4. Price-to-Earnings Ratio Approach

Stock valuation using the price-to-earnings ratio method takes Hello LED's earnings per share data (EPS) as of 31 December 2018 multiplied by the Peer Group P/E with P/E referring to the average closing price to the average net profit of a group of listed companies operating similar businesses with Hello LED as reference, whereby the average is calculated from the retrospective daily closing price to net profit ratio during the past period between 7 to 360 business days from October 29, 2562 (one day prior to the date the Board of Directors notified the resolution to purchase ordinary shares of Hello Bangkok LED Company Limited, representing 50 percent of the total shares of Hello LED from the existing shareholders) as mentioned previously, details of which are summarized as follows:

Summary of market price to net profit (P/E) ratio of the comparable companies of Hello LED

Comparable Company	P/E Ratio by Number of Business Days								
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	270 days	360 days
MACO	30.98	31.23	31.78	32.04	31.07	30.46	28.82	26.65	26.59
PLANB	46.10	46.24	45.97	45.97	45.25	43.02	41.05	40.93	41.92
AQUA	5.07	5.18	5.38	5.79	6.09	6.09	5.76	5.14	4.99
VGI	72.85	72.74	72.78	72.73	72.08	71.05	67.27	64.36	63.52
Average of comparable companies	38.75	38.85	38.98	39.13	38.62	37.65	35.72	34.27	34.25
Earnings per share of Hello LED (THB per share) ¹	64.89	64.89	64.89	64.89	64.89	64.89	64.89	64.89	64.89
Share price (THB per share)	2,514.62	2,520.96	2,529.51	2,539.49	2,506.27	2,443.48	2,318.19	2,223.78	2,222.78
Liquidity discount	15.8%	15.8%	15.8%	15.8%	15.8%	15.8%	15.8%	15.8%	15.8%
Share value after adjustment of liquidity discount	2,117.31	2,122.65	2,129.85	2,138.25	2,110.28	2,057.41	1,951.92	1,872.42	1,871.58

Source: Capital IQ

Note: ¹ Calculated from net profit as of 31 December 2018

From the valuation of shares by this method, the market price to net profit ratio of the comparable companies is between 34.25 - 39.13 times and the appraised price by the price to earnings ratio per share is between **1,871.58 – THB 2,138.25 per share**, which is lower than the purchase price of Hello LED shares at THB 3,900 per share by THB 1,761.75 - 2,028.42 per share. However, the price to earnings ratio per share is based on the market price to profit average of the comparable companies in calculating the value of the company's shares, reflecting the profitability at a particular moment in the past without taking into account the structure of the company's assets and liabilities and may not reflect the value of the Company's shares due to the difference in terms of the operating results and the customer types between the Company and the comparable companies. Therefore, this method may not be suitable for valuation of the Company's shares.

4.5.2.5. Discounted Cash Flow Approach

The Independent Financial Advisor assessed the fair value of Hello LED's shareholders' equity by using the Discounted Cash Flow Approach, which takes into consideration the ability to generate future cash flows of Hello LED by calculating the discounted Free Cash Flow to Firm that Hello LED expects to receive from financial projections with the weight average cost of capital (WACC) of Hello LED to determine the fair value of the Company. The IFA prepared the financial forecast of Hello LED from 1 July 2019 - 31 December 2028 or 9.25 years into the future. This projection of the IFA is based on the assumption that there will be no significant change to Hello LED's business, or to the current economic situation and conditions.

For this estimation, the Independent Financial Advisor based its assumptions on the audited financial statements of Hello LED for the year ended 31 December 2017 - 2018 undertaken by the Sombat and Friend Accounting Company

Limited, Hello LED's Internal Profit and Loss Statement for the first 3 Quarters of year ending 30 September 2019 Financial and Tax Status Audit Report for the period from 1 January 2017 - 30 June 2019 and the legal status examination report prepared by the company's legal counsel as well as considering industry data, economic conditions, investment plans, Hello LED's operation plans, and management interviews, including related documents.

However, this valuation of Hello LED has limitations in the preparation of financial projections as the IFA found it necessary to mainly refer to data from Hello LED's operational plans and financial status review reports, since Hello LED was unable to prepare and collect details of billboard rental services, locations, average rental per billboard and billboard tenant rates for the Independent Financial Advisor, including important contracts such as management fees paid to Hello BH and companies in Singapore.

The Independent Financial Advisor has analyzed the reliability and reasonableness of the various assumptions received, including from interviews with the management of Hello LED and adjusted the assumptions on a conservative basis according to the IFA's views regarding future probability. However, all these financial projections have been prepared under the assumption that there will not be any significant changes to the business operations of Hello LED. In addition, in the event of any material development which may have a significant impact on business operations, such development may also cause the valuation of the equity of the shareholders of Hello LED to change as well. Details of the valuation of Hello LED are as follows:

4.5.3. Estimated Revenue

The revenue of Hello LED consists of revenue from providing advertising space, production income and other income. Revenue from the advertising space service comes from the 2 channels, namely billboards and LEDs.

1) Revenue from rental of billboards and LEDs

- As at September 30, 2019, Hello LED had under construction 1 billboard and 4 LED screens respectively, which will increase the assets of the said business in 2020.
- In this regard, Hello LED's management plans to focus on increasing revenue from advertising billboards by increasing the number of billboards by about 10 per year. The Independent Financial Advisor therefore assigns Hello LED's billboard number to be increased by 10 billboards per year from 2020 - 2028. However, the number of LED screens will remain the same since Hello LED does not have an expansion plan in this regard.
- The occupancy rate during the projection period was set as equal to the average rate in the year 2019 at 64.8 and 94.1 percent for billboards and LED screens respectively throughout the projection period.

Summary of advertising signage

	2019F	2020F	2021F	2022F	2023F	2024F	2025F	2026F	2027F	2028F
Billboards										
- Number	134	145	155	165	175	185	195	205	215	225
- Average rental (%)	64.8	64.8	64.8	64.8	64.8	64.8	64.8	64.8	64.8	64.8
LED screens										
- Number	80	80	80	80	80	80	80	80	80	80
- Average rental (%)	94.1	94.1	94.1	94.1	94.1	94.1	94.1	94.1	94.1	94.1

- The Independent Financial Advisor specifies that the rental price will increase based on the plan of the company to increase the rental by about 10 percent every 3 years in accordance with the increase of the rental of the location.

2) Revenue from production

Revenue from production is revenue related to the production of advertising billboards and media for customers. The Independent Financial Advisor therefore specifies the increase during the remaining forecast period according to inflation rate based on the estimate of the International Monetary Fund ("IMF") which has estimated inflation until 2023, as detailed in Enclosure 8.25.

3) Revenue from other services

Revenue from other services is derived mainly from maintenance of advertising billboards which the Independent Financial Advisor specifies the increase according to the inflation rate.

4) Other revenue

This is revenue that consists of items that are not connected to the main business income, such as interest income from loans to Hello BH, which will be depleted after Hello LED and Hello BH repay the debt by the end of 2019 and other income which the IFA specifies will increase according to inflation.

From the above revenue estimate assumptions, the revenue forecast can be summarized as follows:

Estimated income from services

Unit: THB million	Q4/2019E	2020F	2021F	2022F	2023F	2024F	2025F	2026F	2027F	2028F
Revenue from providing advertising space	116.5	514.5	552.1	591.6	633.2	676.8	722.7	770.8	821.4	874.5
Revenue from production	12.9	52.4	53.2	54.2	55.2	56.3	57.5	58.6	59.8	61.0

Unit: THB million	Q4/2019E	2020F	2021F	2022F	2023F	2024F	2025F	2026F	2027F	2028F
Revenue from other services	23.5	95.3	96.8	98.5	100.5	102.5	104.6	106.6	108.8	111.0
Other revenue	0.2	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4
Total revenue	153.1	662.5	702.5	744.7	789.3	836.1	885.1	936.5	990.4	1,046.9

4.5.4. Estimated Expenses

Hello LED's expenses consist of service costs, selling and administrative expenses. The assumptions related to expense estimates are as follows:

1) Service costs

Summary of assumptions for service costs

	Assumptions
Personnel expenses	Personnel expenses are expected to grow by 4 percent throughout the projection period, because during the 6 months of 2019, Hello LED staff salaries were adjusted between 0 - 8 percent. Therefore, the Independent Financial Advisor uses the median that is considered to be the most suitable.
Billboard electricity bill and advertising tax	Based on the average proportion of the said expenses to the revenue from billboard signs and LED screens for the past 1.5 years, which is equivalent to approximately 11.5 percent of the revenue from billboard and LED screens and is fixed throughout the projection period.
Rental and service costs	Rental and service costs consist of billboard, LED screen as well as printing building and transformer rental which are set to increase by 10 percent every 3 years based on general conditions under the current contract.
Other costs	Other costs consist of cost of making goods and consumables in production, repair and maintenance fees, public utility fees, insurance premium and other expenses, the increase of which the IFA specifies as equal to inflation

2) Selling and administrative expenses

Summary of assumptions for selling and administrative expenses

	Assumptions
Selling expenses	
– Personnel expenses	Consist of staff salaries and benefits, details of which are as follows: <ul style="list-style-type: none"> – Staff salaries increasing by 4 percent throughout the projection period according to the reasons specified in the cost of service – Employee benefits are set in accordance with the proportion of employee benefits to salaries, with a historical average of 1.5 years at 3.4 percent and fixed throughout the projection period.
– Other sale expenses	Divided into 2 categories: <ul style="list-style-type: none"> – Consisting of sales promotion expenses, certifications and travel expenses of which the average expense per historical income is 6.4 percent and is determined to be at this rate throughout the projection period. – Utilities and telephone expenses calculated from the ratio of the said expenditures to the other past sale expenses, which has an average of 8.0 percent.
Administrative expenses	
– Personnel expenses	Consist of staff salaries and benefits, details of which are as follows:

	Assumptions
	<ul style="list-style-type: none"> - Staff salaries increasing by 4 percent throughout the projection period according to the reasons specified in the cost of service - Expenses related to personnel to increase according to inflation.
- Rental	To increase by 10 percent every 3 years based on current contract conditions
- Other administrative expenses	Based on the average proportion of the said expenses to total revenue for the past 1.5 years, which is equal to 8.3 percent.
- Management fee	Is an expense for Hello BH and a company in Singapore but there is no real service. Hello LED still has to pay another THB 40 million to Hello BH within the second half of 2019, after which there will be no such cost.

4.5.5. Interest cost

Interest expenses according to current loan agreements have interest rates equal to MLR - 1.5 percent or 4.75 percent (Source: Bangkok Bank Public Company Limited), starting on 15 August 2019) and is specified as not having future loans after the current loans are fully repaid.

4.5.6. Corporate income tax

Tax rate of 20.00 percent of the net profit before tax throughout the projection period.

4.5.7. Net working capital

The estimation of the Independent Financial Advisor is based on the average 2.5 year historical ratio calculated from the audited financial statements of Hello LED for the year ended December 31, 2017 and December 31, 2018 and the internal financial statements of Hello LED for the 3rd Quarter of 2019 ending September 30 throughout the projection period which can be summarized as follows:

Summary of working capital assumptions

Items	Assumptions
Assets	
- Accounts receivable	Days sales outstanding is 13 days
- Inventories	Days of inventory outstanding is 6 days
Liabilities	
- Account payables	Days payable outstanding is 130 days

4.5.8. Capital expenditure

The details of assumptions related to future investment expenses are as follows:

- Hello LED estimates the cost of investment to replace LED screens in 2020 at THB 20 million

- Additional investment on billboards of THB 40 million per year to be in line with the operational plan to add about 10 billboards per year from 2020 onward.
- Expected investment in billboard frame improvements, furniture, fixtures and equipment, as well as vehicles set at approximately THB 30 million per year to replace the deteriorated fixed assets.

4.5.9. Summary of Hello LED's financial projections

Based on the above assumptions regarding revenue, expenses, assets, liabilities, the financial projections of Hello LED from 3 months ending 31 December 2019 - 31 December 2028 are as follows:

Estimated Hello LED Income Statement

Unit: THB million	Q4/2019E	2020F	2021F	2022F	2023F	2024F	2025F	2026F	2027F	2028F
Selling and service revenue	152.9	662.2	702.1	744.3	788.9	835.7	884.7	936.1	990.0	1,046.4
Other revenue	0.2	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4
Total income	153.1	662.5	702.5	744.7	789.3	836.1	885.1	936.5	990.4	1,046.9
Service cost	67.7	278.9	289.7	301.0	312.9	325.3	338.1	351.5	365.4	379.8
Selling expenses	8.8	40.4	43.2	46.1	49.2	52.4	55.8	59.4	63.1	67.1
Administrative expenses	64.2	71.9	75.8	79.9	84.2	88.7	93.4	98.4	103.5	108.9
Total expenses	140.7	391.2	408.6	427.0	446.3	466.4	487.4	509.2	532.0	555.8
Depreciation	12.4	59.8	41.5	50.4	63.5	77.5	74.1	70.0	70.0	70.0
Earnings before interest and income tax	0.0	211.6	252.3	267.4	279.5	292.2	323.6	357.3	388.4	421.1
Financial cost	1.0	0.6	0.2	-	-	-	-	-	-	-
Corporate income tax	-	42.2	50.4	53.5	55.9	58.4	64.7	71.5	77.7	84.2
Net profit (loss)	(1.0)	168.8	201.7	213.9	223.6	233.8	258.9	285.8	310.7	336.8

Summary of estimated financial position of Hello LED

Unit: THB million	Q4/2019E	2020F	2021F	2022F	2023F	2024F	2025F	2026F	2027F	2028F
Total assets	1,156.9	1,368.6	1,565.5	1,778.8	2,006.7	2,244.8	2,508.3	2,798.9	3,114.6	3,456.5
Total liabilities	527.2	570.1	565.3	564.8	569.0	573.4	578.0	582.8	587.7	592.9
Shareholders' equity	629.7	798.4	1,000.1	1,214.0	1,437.6	1,671.4	1,930.3	2,216.1	2,526.8	2,863.7

4.5.10. Discount rate

The discount rate used to calculate the net present value of cash flows is from the Weighted Average Cost of Capital ("WACC") in accordance with Hello LED's capital structure. The IFA has calculated the WACC from the weighted average cost of debt (K_D) and the cost of equity (K_E) of Hello LED. Details of the estimated discount rate are as follows:

$$\text{WACC} = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

Whereby:

	Details
K_E	Cost of equity or the desired rate of return to shareholders (Re) at 7.47 percent as calculated below.
K_D	Financial costs of interest-bearing financial liabilities of Hello LED as of 30 September 2019 at 4.75 percent.
T	Corporate income tax rate at 20 percent
E	Shareholders' equity according to internal statement of Hello LED's financial position as of 30 September 2019 equals THB 630.6 million
D	Interest-bearing financial liabilities according to the internal statement of Hello LED's financial position as of 30 September 2019 equals THB 30.2

Cost of equity (KE) or return on equity (Re) is calculated by Capital Asset Pricing Model (CAPM) as follows.

$$K_E = R_F + \beta \times (R_M - R_F)$$

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	Details
R_F	Referencing the yield of 10-year government bonds at 1.54 percent per year (data as of October 31, 2019) the IFA considers that 10-year government bonds are long-term bonds with high trading liquidity, thereby rendering low liquidity and reinvestment risks, and therefore effectively reflects the return on investment in non-risk assets.
β	The coefficient of variance between the return on investment in the stock market and the return of the companies in the same industry being compared, by calculating the average closing price data for the past 2 years from 31 October 2019, considered by the IFA to be the period in which the amount and frequency of data are suitable for statistical calculations and can still reflect the risk of current business conditions well, which is equal to 0.53.
R_M	Average return on investment in the stock market of the past 10 years from 31 October 2009 - 31 October 2019, which equals 12.73 percent per year, and which should well reflect the risk of the stock market in the long term.

From the above discount rate assumption, the weighted average financial cost (WACC) is calculated to be at 7.35 percent.

4.5.11. Terminal Value

The IFA has prepared a financial forecast for a period of 9.25 years ending December 31, 2028. It is expected that Hello LED will not grow its business after the said period, with terminal growth rate of 0 percent so as to be in line with conservative basis principles.

4.5.12. Share valuation using the Discounted Cash Flow approach

Details of the IFA's estimated free cash flow of Hello LED are as follows:

Estimated net cash flow of the business

Unit: THB million	Q4/2019E	2020F	2021F	2022F	2023F	2024F	2025F	2026F	2027F	2028F
Net operating profit after tax (NOPAT)	0.0	169.3	201.9	213.9	223.6	233.8	258.9	285.8	310.7	336.8
Non-cash items	12.4	59.8	41.5	50.4	63.5	77.5	74.1	70.0	70.0	70.0
Change of working capital	5.7	37.3	2.3	2.4	2.6	2.6	2.7	2.8	2.9	3.0
Capital expenditure	-	(90.0)	(70.0)	(70.0)	(70.0)	(70.0)	(70.0)	(70.0)	(70.0)	(70.0)
Net cash flow	18.2	176.3	175.7	196.7	219.7	243.9	265.7	288.7	313.6	339.9
Cash flow after the forecast period										4,626.4
Present value of cash flows	17.9	161.4	149.8	156.2	162.5	168.1	170.6	172.7	174.7	2,577.8

Summary of current value of Hello LED

Details	Amount (THB million)
Present value of free cash flow of the business	3,911.7
Add: Cash and short-term loans as of 30 September 2019	441.9
Less: Current interest-bearing liabilities as of 30 September 2019	(30.2)
Value of shareholders' equity	4,323.5
Proportion of WIN's shareholding in Hello LED	50.00%
Value of WIN's proportion of equity in Hello LED	2,161.7
Liquidity discount rate	15.8%
Value of equity in the proportion that WIN holds in Hello LED after deducting the discount rate of liquidity	1,820.18
Share price (THB per share)	3,640.36

However, because Hello LED is a non-listed company, there may be liquidity risk, the IFA, therefore, considered reducing the value of Hello LED shares, referencing the Discount for Lack of Marketability (DLOM) base case, by 15.8 percent, resulting in the value of Hello LED that the company will buy at 50 percent after factoring in the liquidity discount rate, being equivalent to THB 1,820.18 million or THB 3,640.36 per share.

4.5.13. Sensitivity Analysis

The Independent Financial Advisor conducted sensitivity analysis by changing the main assumptions which are (1) billboard occupancy rate and (2) weighted average financial cost (WACC) which have a significant impact on the value of the shares of Hello LED. In this analysis, the IFA changed the signage utilization rate averaging ± 4 percent and changed the growth rate of WACC by ± 0.5 percent.

Summary of assumptions pertaining to Hello LED's value sensitivity

Changing factors	Range
Occupancy rate	$\pm 4\%$ (Occupancy rate equals to 60.8% - 68.8%)
WACC	$\pm 0.5\%$ (WACC equals to 6.8% - 7.8%)

From the sensitivity analysis assumptions as in the table above, the result of the sensitivity analysis of the value of Hello LED can be summarized as follows:

Sensitivity analysis to changes in the value of the Hello LED

THB per share		WACC				
		6.8%	7.1%	7.3%	7.6%	7.8%
Occupancy rate	68.8%	3,695.96	3,562.06	3,437.52	3,321.40	3,212.89
	66.8%	3,805.87	3,667.57	3,538.94	3,419.00	3,306.93
	64.8%	3,915.78	3,773.09	3,640.36	3,516.60	3,400.96
	62.8%	4,025.69	3,878.60	3,741.77	3,614.20	3,495.00
	60.8%	4,135.61	3,984.11	3,843.19	3,711.81	3,589.03

From the above table, when performing sensitivity analysis, the calculated value of the Hello LED will be between THB 3,212.89 - 4,135.61 per share, which is in a reasonable price range, in the upper range of the appraised price, which is (lower) higher than the tender offer price from the Seller of THB 3,900 per share, by approximately THB (687.11) - 235.61 per share or equivalent to (21.39) - 5.70 percent of the appraisal value of the Independent Financial Advisor. This method is based on the assumptions provided by Hello LED under the current economic conditions and circumstances. Therefore, any changes regarding MACO's business plans and policies or the economic conditions, or if Hello LED's current business operations deviate from the said estimates and specified variables, may cause the estimates given under the above assumptions to change significantly and may affect the valuation of the estimated Hello LED shares.

4.5.14. Summary of Hello LED share evaluation

From all the valuation methods, the comparison of the valuation of Hello LED's shares can be summarized as follows:

Summary of the value of Hello LED's shares according to various valuations

Valuation Method	Hello LED Share Value (THB per share)	Purchase Price (THB per share)	Surplus (low) of the purchase price per appraised value	
			(THB per share)	Percent
Book Value Approach	591.34	3,900	3,308.66	559.52%
Adjusted Book Value Approach	na	3,900	na	na
Price to Book Value Ratio Approach	1,689.70 – 1,953.53	3,900	1,946.47 – 2,210.30	99.64% - 130.81%
Price-to-Earnings Ratio Approach	1,871.58 – 2,138.25	3,900	1,761.75 – 2,028.42	82.39% - 108.38%
Discounted Cash Flow Approach	3,640.36	3,900	259.64	7.13%
Sensitivity Analysis	3,212.89 – 4,135.61		(687.11) – 235.61	(21.39%) – 5.70%

Share valuation in a variety of methods with different advantages and disadvantages, reflects the appropriateness of the share price from the different share valuation methods as follows:

- 1) The Book Value Approach takes into account the financial position at a certain time and the value of assets as recorded which does not reflect the current market value of the asset, does not reflect the price or demand and supply in the market, nor future business profitability or the company's competitiveness, prevailing economic trends or industry overview. Therefore, the Independent Financial Advisor considers that this valuation method is not suitable for evaluating the fair value of Hello LED's ordinary shares and cannot reflect the true value of the business.
- 2) The Adjusted Book Value Approach can better reflect the net asset value than the valuation of shares by the Book Value Approach as the book value is adjusted by the company's assets and liabilities to reflect the fair value and the appropriate value of the assets and liabilities at the time of the assessment. However, the Independent Financial Advisor does not have enough information about the property, plant and equipment. In addition Hello LED has main customers, PLANB and Master Mind Holding Company Limited, which should also have customer relationship value. As such, the IFA is unable to fully estimate the adjusted book value.
- 3) The Price to Book Value Ratio Approach takes into account the financial status at a certain time by comparing the average of the said ratio of the reference companies without taking into account the future profitability and operating results of Hello LED. In addition, even if the group of companies used for reference may have similar business operations, they are still different in certain detail. Therefore, this method is not appropriate for valuing Hello LED's shares.
- 4) The Price to Earnings Ratio Approach is a method that uses the average of its counterparts' market price in the past to calculate the value of the company's shares by reflecting the profitability at any given moment in the past without reflecting the structure of the company's assets and liabilities, and may not reflect the value of the company's shares. In addition, the companies used for reference, even if they have similar business operations, there are still differences in certain details. Therefore, this method is not appropriate for valuing Hello LED's shares.
- 5) The Discounted Cash Flow Approach, which reflects profitability and the ability to generate future Hello LED cash flows, is assessed from the present value of the net cash flows of the business expected to receive in the future based on previous operating results, including economic trends, future business operations. Therefore, this method can better reflect the true value of the business. However, the assumptions in the preparation of financial projections to be calculated do not reflect the future added value that may occur after the tender offer. This may result in the future value of Hello LED performance improving from the current assumptions.

The Independent Financial Advisor is of the opinion that the most appropriate valuation method for valuation is the Discounted Cash Flow Approach, which reflects the ability to generate future profits. Using the Discounted Cash Flow Approach resulted in the share price valued at between THB 3,212.89 - 4,135.61 per share or (low) higher than the purchase price of Hello LED shares by (21.39) - 5.70 percent, with the base case value of the current cash flow method at THB 3,640.36 per share. The Independent Financial Advisor has an opinion that the purchase price of Hello LED shares at THB 3,900 per share is (low) higher than the said appraised value by THB (687.11) - 235.61 per share. Therefore, the said purchase price of Hello LED shares is within a price range that is **appropriate**.

However, although the price of Hello LED is within the appropriate price range, Hello LED still has the issue of incomplete of billboard license due to the fact that the management of Hello LED cannot confirm the number of billboards that have been inspected and have received the building inspection certificate (Ror. 1) in accordance with the Building Control Act. The completeness of the construction license for the said billboards is an issue of significant risk that cannot be assessed and may materially affect the business operation of Hello LED, including the fair value of the business. While there is no clear solution to the problem, the Independent Financial Advisor deems that Shareholders **should not approve** the transaction for the acquisition of Hello LED shares.

5. Connected Transaction: Issuance and Offering of Newly Issued Shares for Plan B Media Public Company Limited

5.1. Nature and Details of the Connected Transaction for the Shares Issuance

The Board of Directors' Meeting of Master Ad Public Company Limited (the "Company") No. 6/2019 held on October 30, 2019 has passed the resolution to propose the shareholders' meeting to consider and approve the issuance and offering of up to 1,080,000,000 newly issued ordinary shares, with a par value of THB 0.10 per share, equivalent to 19.96 percent of the total issued shares of the Company after the Company's capital increase, to Plan B Media Public Company Limited ("PLANB") at the price of THB 1.4381 per share (the "Offering Price"), totaling THB 1,553,148,000, which is a securities offering to specific persons (Private Placement) (the "Transaction"). In this regard, the Company will utilize the proceeds from the Transaction as a part of an investment in the acquisition of 500,000 ordinary shares of Hello Bangkok LED Co., Ltd. ("Hello LED") with a par value of THB 100 per share, equivalent to 50 percent of the total issued shares of Hello LED (the "Share Acquisition of Hello LED Transaction").

In this regard, the Transaction is considered as an offering of newly issued shares through Private Placement with a specific offering price designated by shareholders and not considered as an offering of newly issued shares at the price below the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Listed Companies to offer Newly Issued Shares through Private Placement (as amended) (the "Private Placement Notification") as the Offering Price is not less than 90 percent of the market price. Therefore, this Transaction is required an approval from the shareholders' meeting of the Company where the resolutions must be passed by a vote of not less than three-fourths of the votes of the shareholders attending the meeting and having the right to vote, excluding the votes casted by shareholders having an interest in the matter from the calculation base. In addition, the Company will also have to obtain a permission from the Office of the Securities and Exchange Commission (the "SEC Office") prior to the issuance and offering to PLANB.

Nevertheless, in case the offering price of up to 1,080,000,000 newly issued ordinary shares to PLANB is a price below 90 percent of the market price, whereby the market price means the volume weighted average price of the Company's ordinary shares traded on the Stock Exchange of Thailand (the "SET") for not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the date on which the Company issues and offers the newly issued ordinary shares to PLANB, PLANB shall be restricted to sell any of the newly issued shares within the period of 1 year from the commencement date on which those shares are traded on the SET. However, upon completion of the first 6-month period of the trading of such newly issued ordinary shares on the SET, PLANB may gradually sell of up to 25 percent of the total number of shares that are subject to the sale restriction, in accordance with the Notification of the Stock Exchange of Thailand Re : Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015) (as amended).

The Transaction also constitutes a connected transaction 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) (the “Connected Transaction Notifications”) as VGI Public Company Limited (“VGI”), a major shareholder of the Company, holding 33.17 percent of total paid-up shares of the Company as of November 14, 2019, holds 18.80 percent of total paid-up shares of PLANB as of November 14, 2019, resulting in PLANB being a connected person of the Company. The transaction size is equivalent to 98.67 percent of the net tangible assets (NTA) of the Company as appeared in the reviewed consolidated financial statement of the Company ending June 30, 2019, and after computing of the foregoing with the Company’s other connected transactions within the past 6 months including the entry into the Advertising Media Management and Service Agreement to grant the right to PLANB to manage advertising media in Thailand of the Company and/or the its subsidiaries (the “Advertising Media Management and Service Agreement”), the details are disclosed in the Information Memorandum on the connected transaction of Master Ad Public Company Limited. (Shown in Section 6) which will be approved by the same shareholders’ meeting of the Company, the total connected transaction size is equivalent to 171.24 percent which is more than 3 percent of total NTA of the Company. Therefore, the Company is required to undertake the following actions:

- 1) to disclose information regarding the Transaction to the SET in accordance with the Connected Transaction Notifications;
- 2) to hold for a shareholders’ meeting of the Company to approve the Transaction where the resolution must be passed with a vote of not less than three-fourths of the votes of the shareholders attending the meeting and having the right to vote, excluding the votes casted by shareholders having an interest in the matter from the calculation base; and
- 3) to appoint an Independent Financial Advisor (IFA) to give an opinion on the Transaction and submit such opinion to the SEC Office, the SET and the shareholders of the Company. In this regard, The Company has appointed Grant Thornton Services Co., Ltd. to be the IFA for the entry into this Transaction.

In this regard, the Company would like to disclose information regarding the Transaction to the SET pursuant to the Private Placement Notification and the Connected Transaction Notifications, with necessary information for shareholders’ decision as follows:

5.1.1. Date / Month / Year of the Transaction

The Company will enter into the Transaction after obtaining an approval from the Extraordinary Meeting of Shareholders of the Company No. 1/2020 which will be held on January 9, 2020 and after the condition precedent under the relevant

agreements in respect of the Transaction (the “SSA”) are fulfilled or waived by the relevant parties. In this regard, the Company expects the Transaction to be completed within Quarter 1, 2020.

5.1.2. Contractual Parties and Relationship with the Company

Subscriber : Plan B Media Public Company Limited (PLANB)

Relationship with the Company : As of the date of this Information Memorandum, the Company and PLANB has the same major shareholder, i.e. VGI. VGI holds 33.17 percent of the total paid-up shares of the Company as of November 14, 2019 and holds 18.80 percent of total paid-up shares of PLANB and as of November 14, 2019, which constitutes PLANB a connected person of the Company pursuant to the Connected Transaction Notifications.

5.1.3. Characteristics of the Transaction

5.1.3.1. Information of the Subscriber

5.1.3.1.1. General Information of PLANB

Company Name : Plan B Media Public Company Limited

Type of Business : PLANB provides Out of Home media and production services, which can be divided into the following 7 categories:

- (1) Transit media, focusing on advertising media outside and inside the air-conditioned buses and advertising media in Metropolitan Rapid Transit (MRT);
- (2) Classic media;
- (3) Dynamic media;
- (4) Retail media;
- (5) Airport media;
- (6) Online media; and
- (7) Engagement Marketing.

Registration no. : 0107556000507

Registered capital (as of October 30, 2019) : THB 458,848,957.40

Opinion of the Independent Financial Advisor on the Asset Acquisition, Issuance and Offering of the Newly Issued Ordinary Shares of the Company through a Private Placement which is a Connected Transaction and Entering into the Right to Sell Advertising Media Agreement which is a Connected Transaction.

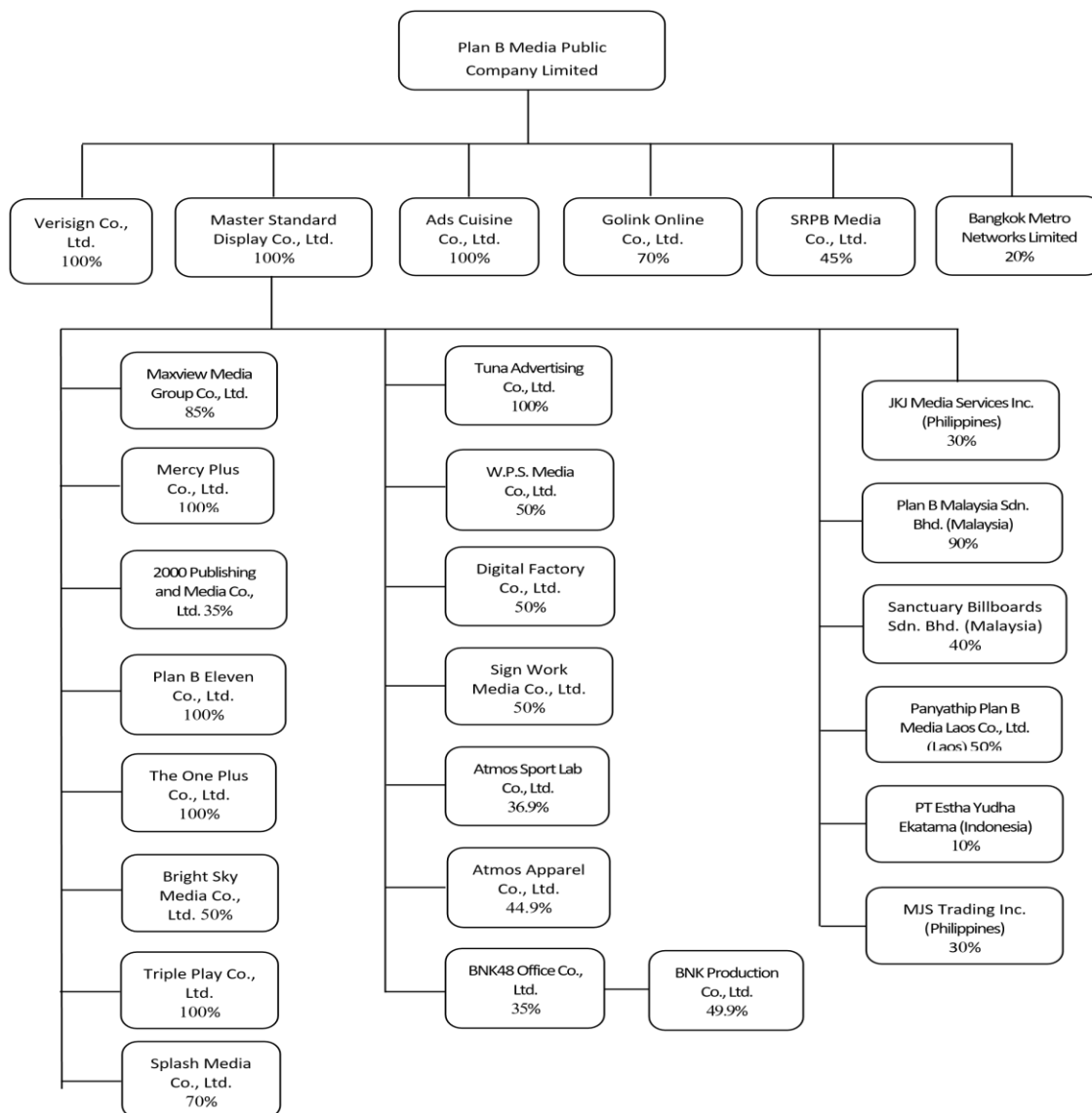
Paid-up capital (as of : THB 388,256,810.10
October 30, 2019)

Head office address : 298/64-65 Pitsanulok Road, Siyakmahanak, Dusit, Bangkok 10300

Website : www.planbmedia.co.th

The shareholders may consider additional information regarding PLANB (including business operating details, risks, and legal issues) from PLANB annual report 2018 in the SEC website (www.sec.or.th) and the SET website (www.set.or.th) in order to vote in the shareholder's meeting.

5.1.3.1.2. Group Company Structure



No.	Company Name	Type of Business	Registered Capital as of 31 December 2018	Shareholding Percentage ⁽¹⁾
1.	Verisign Co., Ltd.	Operating advertising media business and being the holder of lands lease contracts at expressway skirt area, for installation of publicizing billboards, which are located close to the Rama IV exit	THB 126.0 million	100.0
2.	Ads Cuisine Co., Ltd.	Operating static advertising media business and being the holder of concession right on publicizing billboards from Bangkok Metropolitan Administration	THB 10.0 million	100.0
3.	Master Standard Display Co., Ltd	Operating business in renting out advertising media and being the holder of lease contracts of publicizing billboards at EkkamaiRaminthra Expressway	THB 219.0 million	100.0
4.	Golink Online Co., Ltd	Operating business of advertising media on mobile application and providing mobile application called "CITYGLIDE" for users to make a trip plan for public transportation services, e.g. buses, sky trains, taxis, private cars providing transportation services, and motorcycle taxis	THB 5.0 million	70.0
5.	SRPB Media Co., Ltd.	Operating Out-of-Home digital media business	THB 20.0 million	45.0
6.	Maxview Media Group Co., Ltd.	Operator of advertising media business in renting out digital and static advertising media in strategic locations in Bangkok, Chiang Mai, Khonkhaen, Suratthani, Nonthaburi, Phuket, Pattaya, Hat Yai, and Samui Island	THB 100.0 million	85.0
7.	Mercy Plus Co., Ltd.	Operating business in renting out advertising media in modern trade department stores and being granted the right for managing digital advertising media in BIG C Supercenter	THB 3.0 million	100.0
8.	2000 Publishing and Media Co., Ltd.	Operating publishing media business and developing online media on mobile applications	THB 17.0 million	35.0

No.	Company Name	Type of Business	Registered Capital as of 31 December 2018	Shareholding Percentage ⁽¹⁾
9.	Plan B Eleven Co., Ltd.	Operating business as a sale agent and managing the rights granted by Football Association of Thailand and Thai League Co., Ltd	THB 1.0 million	100.0
10.	The One Plus Co., Ltd.	Operating business in renting out advertising media on LCD digital screens in 6 airports in Thailand	THB 17.0 million	100.0
11.	JKJ Media Services Inc.	Operating static advertising media business by providing large publicizing billboards in Philippines	PHP 40.0 million	30.0
12.	MJS Trading Inc.	Operating static advertising media business in Philippines	PHP1.0 million	30.30
13.	Plan B Malaysia Sdn. Bhd	Providing advertising media services	MYR 1.0 million	90.0
14.	Bright Sky Media Co., Ltd.	Operating business in renting out area for installation of publicizing billboards in 22 airports of Airport of Thailand PCL. and Department of Airports	THB 25.0 million	50.0
15.	Triple Play Co., Ltd	Operating business in renting out advertising media in baggage claim areas over 22 carousels in Suvarnabhumi Airport	THB 31.0 million	100.0
16.	Tuna Advertising Co., Ltd.	Operating business in renting out area for installation of publicizing billboards in 28 airports of Department of Airport	THB 5.0 million	100.0
17.	PT Estha Yudha Ekatama	Operating advertising media business in Airports in Indonesia	IDR 19.99 million	10.0
18.	Panyathip Plan B Media Laos Co., Ltd.	Operating static advertising media business in Laos	LAK 23,206 million	50.0
19.	Sanctuary Billboards Sdn. Bhd.	Operating static advertising media business in Malaysia	MYR 1.0 million	40.0
20.	W.P.S. Media Co., Ltd.	Providing advertising media at battery charging stations in Suvarnabhumi Airport	THB 43.0 million	50.0
21.	BNK48 Office Co., Ltd.	Managing and developing BNK48 members	THB 25.385 million	35.0
22.	Bangkok Metro Networks Limited	A holder of right for managing commercial areas	THB 254 million	20.0

No.	Company Name	Type of Business	Registered Capital as of 31 December 2018	Shareholding Percentage ⁽¹⁾
23.	BNK Production Co., Ltd.	Producing television programs and commercial advertisement and organizing events and all types of entertainment business	THB 14 million	49.9
24.	Digital Factory Co., Ltd.	Operating business in providing online advertising media services.	THB 2 million	50.0
25.	Sign Work Media Co., Ltd.	Operating advertising media services business in airports.	THB 2 million	50.0
26.	Atmos Sport Lab Co., Ltd.	Procuring, importing, and distributing sports and fashion products.	THB 5 million	36.9
27.	Atmos Apparel Co., Ltd.	Procuring, importing, and distributing sports and fashion products.	THB 5 million	44.9
28.	Splash Media Co., Ltd	Operating out-of-home static advertising media business	THB 180 million	70.0

Source: Information from PLANB

Remark: ¹It includes both direct and indirect shareholding ratio

5.1.3.1.3. Board of Directors

Board of Directors of PLANB as of November 20, 2019 is as follows:

Lists of Names of the Board of Directors	Position
1. Pol. Gen Somchai Vanichsenee	Chairman of the Board of Directors / Independent Director / Chairman of the Audit Committee
2. Mr. Palin Lojanagosin	Director / Chief Executive Officer
3. Dr. Pinijsorn Luechaikajohnpan	Director / Managing Director
4. Mr. Tanate Lojanagosin	Director
5. Mr. Ekapak Nirapathpongporn	Director
6. Mr. Lap Shun Nelson Leung	Director
7. Mrs. Pennapha Dhanasarnsilp	Independent Director / Member of the Audit Committee
8. Mrs. Monluedee Sookpantarat	Independent Director / Member of the Audit Committee

5.1.3.1.4. List of Major Shareholders

List of top 10 major shareholders of PLANB as of November 14, 2019 is as follows:

Major Shareholders	No. of Shares	Shareholding Percentage
1. Mr. Palin Lojanagosin	974,068,100	25.09
2. VGI Public Company Limited ⁽¹⁾	730,004,705	18.80
3. Mr. Suchart Luechaikajohnpan	192,287,658	4.95
4. Bualuang Long-Term Equity Fund	149,050,400	3.84
5. Thai NVDR Company Limited	117,289,420	3.02
6. Miss Ornalin Rojanakosol	83,136,262	2.14
7. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED ⁽²⁾	76,426,400	1.97
8. Bualuang Long-Term Equity Fund 75/25	74,730,800	1.92
9. K 20 Select Long-Term Equity Fund	58,272,000	1.50
10. Dr. Pinijsorn Luechaikajohnpan	58,238,522	1.50

Remark:

¹ As of 14 November 2019, VGI holds 33.17 percent of the total paid-up shares of the Company. In addition, BTS Group Holdings Public Company Limited ("BTSG"), the major shareholder of the Company (as of 23 August 2019, BTSG holds 18.22 percent of total paid-up shares of the Company), is also the major shareholder of VGI (as of 19 July 2019, BTSG holds 21.22 percent of total paid-up shares of VGI).

² SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED is the company limited incorporated in the United Kingdom which is not a related person of the Company

5.1.3.1.5. Revenue Structure

Revenue composition of PLANB for the year ended 31 December 2016, 2017, 2018 and the 9-month period ended 30 September 2019 as follows:

	2016		2017		2018		30 September 2019	
	THB million	Percent	THB million	Percent	THB million	Percent	THB million	Percent
1. Revenue from Media Advertising Service	2,395.3	97.9	2,846.6	94.7	3,450.7	85.4	2,823.2	79.6
1.1 Revenue from Media Advertising Service (in Thailand)	2,395.3	97.9	2,846.6	94.7	3,433.5	85.0	2,804.0	79.1
1.2 Revenue from Media Advertising Service (outside Thailand)	-	-	-	-	17.2	0.4	19.1	0.5
2. Revenue from Shared Marketing ¹	26.7	1.1	133.4	4.4	561.0	13.9	682.7	19.3
3. Other Income	24.2	1.0	26.6	0.9	27.6	0.7	40.0	1.1
Total Revenue	2,446.2	100.0	3,006.6	100.0	4,039.3	100.0	3,545.8	100.0

*Remark:*¹ Engagement Marketing is the development of 3 types of quality content, namely sports, music and e-sports, in which both content 3 types with different marketing target groups will help build relationships between consumers and brands, products and services, generate revenue, and also help boost and expand out-of-home media to increase utilization, higher advertising media as well.

5.1.3.2. List of Major Shareholder of the Company before and after the Capital Increase

List of major shareholders of the Company as of 14 November 2019 is as follow:

Major Shareholders	No. of Shares	Shareholding Percentage
1. VGI Global Media Public Company Limited	1,436,767,596	33.17
2. Mr. Nares Ngam-Apichon	1,082,500,000	24.99
3. BTS Group Holdings Public Company Limited	789,150,660	18.22
4. Thai NVDR Company Limited	118,408,097	2.73
5. Mr. Worawut Ahcharyasripong	82,060,700	1.89
6. Mr. Noppadon Tansalarak	70,841,899	1.64
7. Mr. Wanthana Jaroennawarat	36,640,000	0.85
8. Mrs. Duangporn Kositsakul	31,980,000	0.74
9. Miss Pornrat Maneerattanporn	31,800,000	0.73
10. Mr. Kiat Srijomkwan	21,843,320	0.50

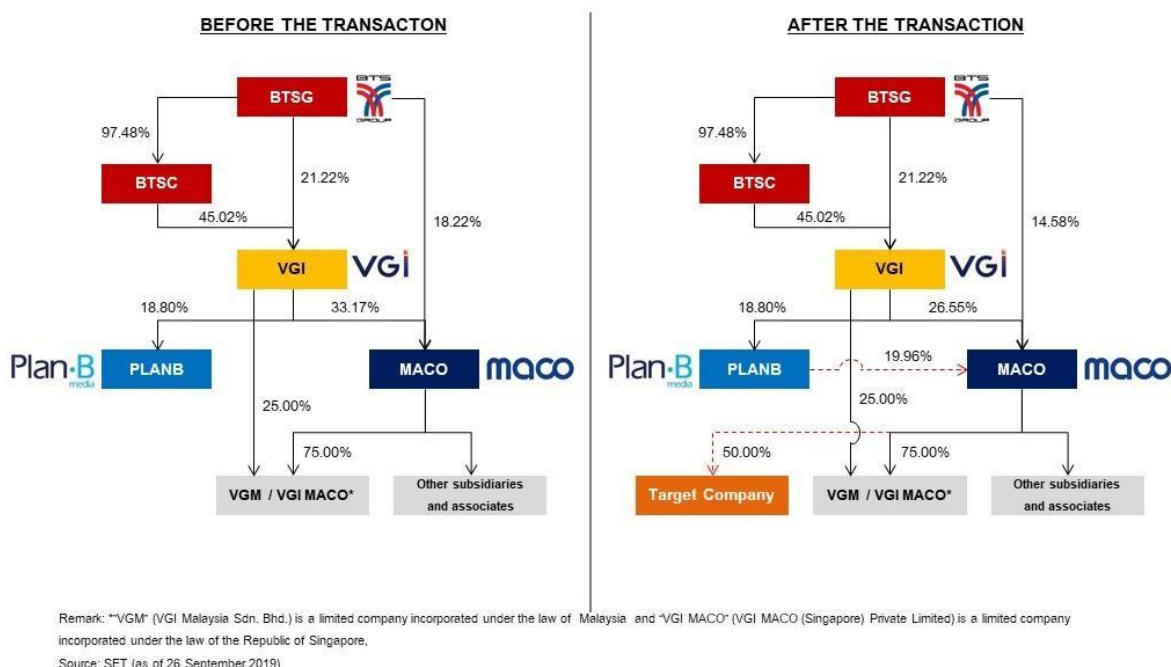
In this regard, after the issuance and offering of capital for PLANB, the list of major shareholders of the Company is as follow:¹

Major Shareholders	No. of Shares	Shareholding Percentage
1. VGI Global Media Public Company Limited	1,436,767,596	26.55
2. Mr. Nares Ngam-Apichon	1,082,500,000	20.00
3. Plan B Media Public Company Limited	1,080,000,000	19.96
4. BTS Group Holdings Public Company Limited	789,150,660	14.58
5. Thai NVDR Company Limited	118,408,097	2.19
6. Mr. Worawut Ahcharyasripong	82,060,7000	1.52
7. Mr. Noppadon Tansalarak	70,841,899	1.31
8. Mr. Wanthana Jaroennawarat	36,640,000	0.68
9. Mrs. Duangporn Kositsakul	31,980,000	0.59
10. Miss Pornrat Maneerattanporn	31,800,000	0.59

Remark:

¹ The information is calculated based on assumption that there is no change in shareholding structure of the top 10 major shareholders of the Company (other than the subscriber).

In this regard, the shareholding structure of the Company before and after the completion of the Transaction will be as follows:



5.1.3.3. Details of the Offering

The Company will issue and offer 1,080,000,000 newly issued ordinary shares of the Company, at a par value of THB 0.10 per share, to PLANB in form of offering of newly issued shares through Private Placement, at an offering price of THB 1.4381 per share, totaling THB 1,553,148,000.

After the Board of Directors' Meeting has approved the Transaction, the Company will enter into the agreement in respect of the Transaction with PLANB in which contains significant conditions precedent, i.e. the completion of the Transaction will take place once the conditions precedents are fulfilled or waived by the relevant parties. Moreover, the Company is in the progress of negotiating on the shares purchase agreement with PLANB.

The company expects to be able to reach an agreement and sign a subscription agreement for the newly issued shares with PLANB, and can issue and offer new shares to PLANB was successful by the 1st quarter of 2020. If there are any significant changes, the company will notify shareholders accordingly.

In this regard, the significant conditions precedent under the relevant draft agreements are as follows:

1. Parties
 - (a) Master Ad Public Company Limited (Company)
 - (b) Plan B Media Public Company Limited (Subscriber)
2. Significant Conditions Precedent under the relevant draft agreements (expected to be completed within Quarter 1, 2020)
 - (a) The shareholders' meeting of the Company shall have approved the issuance and offering of 1,080,000,000 newly issued ordinary shares at an offering price of THB 1.4381 per share to PLANB which is an offering of newly issued shares through Private Placement;
 - (b) The shareholders' meeting of the Company shall have approved the entering into the Advertising Media Management and Service Agreement between the Company and PLANB;
 - (c) The Company has obtained an approval from the SEC Office and other relevant authorities for the issuance and offering of 1,080,000,000 newly issued ordinary shares of the Company to PLANB, which is an offering of newly issued shares through Private Placement;
 - (d) The shareholders' meeting of PLANB shall have approved the purchase of the newly issued ordinary shares of the Company;
 - (e) The shareholders' meeting of PLANB shall have approved the entering into the Advertising Media Management and Service Agreement between the Company and PLANB;
 - (f) There is no material adverse change in the Company and the assets, business, financial status or reputation of the Company;
 - (g) The Company has duly appointed one person nominated by PLANB as a director of the Company;
 - (h) PLANB The Company shall have procured that Clause 3.2 (Renewal) of the Agreement in respect of the Project for Technology Improvement of Advertising Media on the Pillars of Bangkok Mass Transit Stations (Sukhumvit and Silom Lines) dated November 1, 2018 between Bangkok Mass Transit System Public Company Limited and Master and More Company Limited has been amended to the satisfaction of PLANB. The revision of the said contract is not the adjustment on the key consideration of the contract and does not cause any obligations for the Company and/or Master and More Company Limited.
 - (i) The Company shall have obtained written consent from KASIKORN Bank Public Company Limited in connection with the Transaction;

- (j) The Company and the relevant group companies shall have obtained a board resolution to set provision or to impair the value of certain non-performing static or LED billboards, as agreed between the Company and PLANB; and
- (k) PLANB shall be satisfied with the result of the due diligence of certain overseas group companies of the Company.

PLANB and VGI entered into the shareholders' contract with the mutually agreed terms and conditions. The Company expects the Transaction to be completed within Quarter 1, 2020. After the completion of the Transaction, PLANB will hold 1,080,000,000 shares, equivalent to 19.96 percent of the total issued shares of the Company after the Company's capital increase.

Nevertheless, as PLANB is a connected person of the Company pursuant to the Notification of the Connected Notifications and the transaction size is equivalent to 98.67 percent of the net tangible assets (NTA) of the Company, and after computing of the foregoing with the Company's other connected transactions within the past 6 months including the entry into the Advertising Media Management and Service Agreement, which will be approved by the same shareholders' meeting of the Company, the total transaction size is equivalent to 171.24 percent of which more than 3 percent of total NTA of the Company, the Transaction is required an approval from the shareholders' meeting of the Company where the resolutions must be passed by a vote of not less than three-fourths of the votes of the shareholders attending the meeting and having the right to vote, excluding the votes casted by shareholders having an interest in the matter from the calculation base. In addition, the Company will also have to obtain a permission from the SEC Office prior to the issuance and offering to PLANB.

5.1.3.4. Basis Used to Determine the Offering Price and Appropriateness of the Offering Price

The determination of the offering price is a negotiated and agreed price between the Company and PLANB, which is equivalent to the volume weighted average price of the Company's ordinary shares traded on the SET during the 7 consecutive business days prior to the date on which Board of Directors' Meeting of the Company resolved to propose to the shareholders' meeting to consider and approve the Transaction, with no discount. The offering price is reasonable and appropriate comparing to the benefits to be received by the Company from this Transaction. The offering price is the market price and the Company will become a strategic partner with PLANB. In addition, the Company will have source of funds for the investment in the Share Acquisition of Hello LED Transaction.

5.1.3.5. Basis Used to Determine the Market Price

The basis used for determining the market price is based on the volume weighted average price of the Company's shares traded on the SET during the 7 consecutive business day prior to the date on which Board of Directors' Meeting of

the Company resolved to propose to the shareholders' meeting to consider and approve the Transaction, i.e. from October 18, 2019 to October 29, 2019, which is equivalent to THB 1.4381 (information from SETSMART).

5.1.3.6. The Connected Transaction Size

The Transaction has an aggregate consideration of THB 1,553,148,000, which is equivalent to 98.67 percent of the NTA of the Company according to the Company's reviewed consolidated financial statements for the period ending June 30, 2019 and after computing the foregoing with the Company's other connected transactions within the past 6 months prior to the Transaction and the entering into the Advertising Media Management and Service Agreement which will be approved by the same meeting of shareholders of the Company, the total transaction size is equivalent to 171.24 percent which is more than 3 percent of total NTA of the Company. Therefore, this Transaction is considered a Connected Transaction pursuant to the Connected Transaction Notifications.

5.1.4. Objectives of Capital Increase, Plans for Utilizing Proceeds Received from the Capital Increase and Details of Project

5.1.4.1. Objectives of Capital Increase and Plans for Utilizing Proceeds Received from the Capital Increase

The Company plans to use the proceeds of THB 1,553,148,000 from the capital increase for the payment in respect of the Share Acquisition of Hello LED Transaction. In this regard, the Company expects that the Share Acquisition of Hello LED Transaction will be completed within Quarter 1, 2020.

5.1.4.2. Details of the Project for which the Company intends to Utilize the Proceeds Received from the Capital Increase

To increase the Company's potential to own the out of home media which are able to reach target audience more precisely and cover various areas, the Company wishes to invest in the Hello LED Shares Acquisition Transaction. Hello LED is engaged in static billboard and digital LED advertising business with a high capacity and trend to grow. In this regard, the Hello LED Shares Acquisition Transaction will make the Company own the out of home media which are able to reach target audience more precisely and cover various areas. Hello LED Shares Acquisition Transaction also creates the economies of scale which will result in the decrease of expenses in the business operation of the Company, especially, the general and administrative expenses and cost of raw material, making the Company's operation more efficient.

In addition, by entering into the shares purchase transaction of Hello LED, the Company will receive the dividend income from Hello LED in which has the policy of dividend payment at a rate of not less than 60.00% from the net profit of the fiscal year under the terms and conditions of the shareholders contract. However, if there is the dividend payment, the Company will grant the right to receive dividend income according to the shareholding proportion within PLANB at that moment.

In this regard, the details on the Hello LED Shares Acquisition Transaction are set out in the Information Memorandum on Asset Acquisition of the Company. (Shown in Section 4)

After the shares purchase transaction, the Company and the existing shareholders will consider to appoint Mr. Sathandon Sattabusya as the director and management in Hello LED due to his expertise and experience for the management of Hello LED since 2015. The Company also appoints Mr. Chiw Gou Chuan and Miss Thamonwan Narinthawanich to be the directors in Hello LED to coordinate for the business management in Hello LED under the shareholder contract. In this regard, the transaction details are disclosed in the Information Memorandum on the Assets Acquisition Transaction of Master Ad Public Company Limited, dated October 31, 2019 (Shown in Section 4)

5.1.4.3. Effects on the Failure to Implementation the Project and Risks Arising from the Project

In case the Company cannot issue and offer the newly issued ordinary shares to PLANB or fails to receive a subscription payment, the Company may not have sufficient fund for the Share Acquisition of Hello LED Transaction.

The Company might incur the risk from underperformed return on investment of Hello LED. From Discounted Cash Flow Approach: DCF, the Internal Rate of Return: IRR is equivalent to 9.81% per annum. However, in the event that there are the factors affecting Hello LED's operation such as the changes in media industry or the adjustment in advertising media rental rate, the return on investment will likely to decline. The Weighted Average Cost of Capital: WACC is approximately 8.90%.

5.1.4.4. Tentative Estimated Budget

The Company expects that the total budget for the Share Acquisition of Hello LED Transaction will be THB 1,950,000,000 as. In this regard, the Company intends to use the proceeds of THB 1,553,148,000 from this Transaction and short-term loans from the existing short-term credit granted by a financial institution in the amount of THB 396,852,000 with interest rate between 2.40 to 3.00 percent per annum for the entry into the Share Acquisition of Hello LED Transaction. Both sources of funds are sufficient for the Share Acquisition of Hello LED Transaction. In this regard, the usage of short-term loans from the financial institution will not affect the shareholders' rights.

5.1.5. Information Related to Effects Arising from Capital Increase or Share Allocation through Private Placement

5.1.5.1. Price Dilution

This offering of newly issued shares shall not result in price dilution because the offering price is equivalent to the market price.

*Remarks: the volume weighted average price of the Company's shares traded on the SET during the 7 consecutive business day prior to the date which Board of Directors' Meeting of the Company resolved to propose to the shareholders' meeting to consider and approve the Transaction is equivalent to THB 1.4381.

5.1.5.2. Control Dilution

$$\begin{aligned} &= \frac{\text{Number of PP shares offered this time} *}{\text{Number of paid-up shares} + \text{Number of PP shares offered this time} *} \\ &= \frac{1,080,000,000}{4,331,980,910 + 1,080,000,000} \times 100 \\ &= 19.96 \text{ percent (shareholder ratio will be decreased by 19.96 percent)} \end{aligned}$$

5.1.5.3. Earnings Dilution

$$\begin{aligned} &= \frac{\text{Earnings per share before offering} - \text{Earnings per share after offering}}{\text{Earnings per share before offering}} \\ &= \frac{0.0531 - 0.0425}{0.0531} \times 100 \\ &= 19.96 \text{ percent} \end{aligned}$$

(Remark: Earnings per share before and after the offering is calculated from the net profit of the parent company for the period of latest 12 months until June 30, 2019 as appeared in the audited and reviewed consolidated financial statement of the Company as of December 31, 2018 and June 30, 2019 which is the Company's recent financial statement as at the Board of Directors meeting to approve the transaction dated October 30, 2019.)

However, as the Company has published the consolidated financial statements of the Company, which was reviewed by the certified auditor for the period ended September 30, 2019 on November 6, 2019. The Company has calculated a reduction in the shared profit (Earnings Dilution), based on the net profit attributable to the parent company for the last 12 months to September 30, 2019 as follows:

$$\begin{aligned} &= \frac{0.0483 - 0.0387}{0.0483} \times 100 \\ &= 19.96 \text{ percent} \end{aligned}$$

5.1.5.4. Worthiness to the Shareholders compared with impact to Earning Dilution or Control Dilution

When comparing between the benefits which shareholders will receive from the Transaction and impact to earnings dilution or control dilution as detailed above, the Company views that the Transaction will provide more benefits to shareholders of the Company than negative impacts to earnings dilution and control dilution. This is because the Company will have sufficient fund to invest in the Share Acquisition of Hello LED Transaction which will increase the Company's potential to own additional advertising media. The Company will receive the dividend income from Hello LED in which has the policy of dividend payment at a rate of not less than 60.00% from the net profit of the fiscal year under the terms and conditions of the shareholders contract in which Hello LED might not pay dividend if it is necessary for Hello LED to utilize cash for the working capital and potential investment. Additionally, the Company will own Out-of-home media which are able to reach target audience more precisely and cover various areas. The Hello LED Shares Acquisition Transaction also creates the economies of scale which will result in the decrease of expenses in the business operation of the Company, especially, the general and administrative expenses and cost of raw material, making the Company's operation more efficient.

Moreover, after the completion of Transaction, the Company will adjust its business operation policy to become the owner of the advertising media in Thailand and provides the construction, sourcing, installation and maintenance services for such advertising media only. Furthermore, the Company will focus on improving and expanding its Out of Home media advertising business overseas instead. In this regard, the Company wishes to enter into the Advertising Media Management and Service Agreement to grant the right to PLANB to manage advertising media in Thailand of the Company and/or the its subsidiaries. Therefore, the Company views that having PLANB who has expertise in management and sales of advertising media to invest in the Company and assist the Company in the management and sales of advertising media in Thailand of the Company and its subsidiaries will also promote the efficiency of the Company's new business operation policy.

5.1.6. Total Value of Consideration

5.1.6.1. Total Value of Consideration

Total value of consideration for the issuance and offering newly issued ordinary shares of not exceeding 1,080,000,000 shares, with the offering price at THB 1.4381 per share, is equivalent to THB 1,553,148,000.

5.1.6.2. Payment and Terms and Conditions for Payment

PLANB will make the full payment of THB 1,553,148,000 in cash to the Company after the Extraordinary General Meeting of Shareholders of the Company No. 1/2020 approves the entry into this Transaction and the Company's capital increase and all conditions precedent under the relevant agreements are fulfilled or waived by the relevant parties.

5.1.7. Connected Persons and Characteristics and Scope of Interests

PLANB is a connected person of the Company pursuant to the Connected Transaction Notifications because the Company has the same major shareholder with PLANB i.e., VGI, a major shareholder of the Company (as of November 14, 2019, VGI holds 33.17 percent of total paid-up shares of the Company), is also a major shareholder of PLANB (as of November 14, 2019, VGI holds 18.80 percent of total paid-up shares of PLANB).

In addition, the Company has the same major shareholder with VGI, i.e. BTSG, who is a major shareholder of the Company (as of November 14, 2019, BTSG holds 18.22 percent of total paid-up shares of the Company), is also a major shareholder of VGI (as of July 19, 2019, BTSG holds 21.22 percent of total paid-up shares of VGI).

5.1.8. Directors Having an Interest and/or Being a Connected Person in this Transaction

As there is no director of the Company having an interest and/or being a connected person in this Transaction, every directors of the Company are entitled to consider and cast their votes for the agenda regarding the Transaction.

5.1.9. Other Material Information

5.1.9.1. The entry into the Advertising Media Management and Service Agreement

After the Share Acquisition of Hello LED Transaction and this Transaction are completed, the Company will adjust of its business operation policy from the out of home media advertising service provider to the owner of the advertising media in Thailand and service provider for the construction, sourcing, installation and maintenance of the advertising media only. The Company will grant the right to manage all the advertising media of the Company and its subsidiaries in Thailand to persons who are expertise in management and sale of the advertising media, where the Company will focus on improving and expanding its out of home media advertising business in overseas instead. The Company therefore wishes to enter into the Advertising Media Management and Service Agreement, which is a connected transaction of the Company and requires approval from the Company's shareholders' meeting at the same time.

In this regard, the details of the Advertising Media Management and Service Agreement is set out in the Information Memorandum on the Connected Transaction of Master Ad Public Company Limited, dated October 31, 2019. (Shown in Section 6)

5.1.9.2. Prevention of Conflicts of Interest between the Company and PLANB

As long as PLANB holds shares exceeding 10 percent of the total paid-up shares of the Company, and (a) Advertising Media Management and Service Agreement is effective or (b) Advertising Media Management and Service Agreement is

terminated due to PLANB's breach of contract, the Company will have a measure for preventing conflicts of interest between the Company and PLANB as follows:

1. Management of Conflict of Interest for Business Operations in Thailand

The Company will adjust of its nature of business operation policy in Thailand, where the Company will be only the owner (or rightholder) of the advertising media in Thailand and the provider of the construction, sourcing, installation and maintenance services of such advertising media. The Company will also enter into the Advertising Media Management and Service Agreement to grant the rights for PLANB to be manager of Out-of-Home advertising media, as detailed in Item 11.1 above, resulting in PLANB being the manager of advertising media and provide advertising media services on its own behalf. Therefore, the business operations in Thailand of the Company and PLANB will not create a conflict of interest to each other.

In addition, PLANB agrees to grant the Company the first right to procure or construct the Out-of-Home advertising media in respect of the static billboards situated on private-owned land and/or street furniture on BTS pillars and flyovers under the concession from Bangkok Metropolitan Administration.

However, in the construction or acquisition of new external advertising media, the company, and PLANB will jointly consider the profitability of the said signage location, including other relevant factors before the construction or ownership of such advertising media.

Right of construction and ownership of advertising media in the form of signboards or LED screens on stilts under the sky train station BTS and Flyovers currently under concession with Bangkok will belong to the company. In the future, PLANB is granted the right to construct and own the above mentioned media. PLANB will give the company the right to procure and create the said media first. If the company does not wish to receive the rights, PLANB will have the right to execute the said project themselves.

In the event that the company is given a business opportunity and wishes to construct and own a static billboard (located on a private ownership area), signage or screen media LED on the gland post under the train station BTS and cross sign (Flyovers) in the future. PLANB will grant the right to sell, market, and manage the Company and subsidiaries' advertising media including the existing ones and the potential medias to be owned by the Company according to the Advertising Media Management and Service Agreement.

5.1.10. Management of Conflict of Interest for Business Operations Outside Thailand

The Company and PLANB will engage Out-of-Home Media business outside Thailand as follows:

2.1 Out-of-Home Media (outside Thailand) of MACO

The Company focuses on the development and expansion of Out of Home Media outside Thailand. In the case that PLANB has the opportunity related to Out of Home Media outside Thailand. PLANB will grant such operating right to Out of Home Media business outside Thailand to the Company as its priority.

2.2 Out-of-Home Media (outside Thailand) of PLANB

- Out-of-Home Media (outside Thailand) operated by PLANB

PLANB agreed not to expand its business regarding to Out of Home Media outside Thailand (including the business operated by PLANB or through subsidiaries and/or associated entities of PLANB), but the existing business. In the case that there are the new opportunities, PLANB will grant such operating right to Out of Home Media business outside Thailand to the Company as its priority.

- Out-of-Home Media (outside Thailand) not operated by PLANB

For associated entities or joint ventures of PLANB, in which PLANB does not have the control over their business operation, that are operating in Out-of-Home Media outside Thailand as listed below, they will continue their business abroad in the future.

- (1) JKJ Media Services Inc.
- (2) Sanctuary Billboard Sdn Bhd
- (3) PT Estha Yudha Ekatama
- (4) Panyathip Plan B Media Lao Co., Ltd. ແລະ
- (5) Other projects in which they are notified by PLANB before the completion of the issuance and offering of newly issued ordinary shares to PLANB transaction

The summary of the scope of business between the Company and PLANB (including VGI as the major shareholder of the Company and PLANB) is as follows:

Type of Business	Current			Future					
	Right to be the assets owner and right to sell and market			Right to be the assets owner			Right to sell and market		
	VGI	MACO	PLANB	VGI	MACO	PLANB	VGI	MACO	PLANB
Indoor Out-of-Home Media	BTS / Office / Airport	- None -	Bus / Railway /MRT / Retail / Convenient Store / Airport	BTS / Office / Airport	- None -	Bus / Railway /MRT / Retail / Convenient Store / Airport	BTS / Office / Airport	- None -	Bus / Railway /MRT / Retail / Convenient Store / Airport
Outdoor Out-of-Home Media (in Thailand)	- None -	Billboard / Digital LED / Street Furniture (BTS Pillars/ Flyover from BMA)	Billboard / Digital LED / Street Furniture (Bus stop / Flyover from BEM Group and State railway of Thailand and concession with other government entities)	- None -	Billboard / Digital LED / Street Furniture (BTS Pillars/ Flyover from BMA)	Billboard / Digital LED / Street Furniture (Bus stop / Flyover from BEM Group and State railway of Thailand and concession with other government entities) Except BTS Pillars/ Flyover from BMA	- None -	- None -*	All Outdoor Out-of-Home Media
Outdoor Out-of-Home Media (Outside Thailand)	Engage business outside Thailand (VGI 25% / MACO 75%)	Engage business outside Thailand (VGI 25% / MACO 75%)	Engage business outside Thailand	Engage business outside Thailand (VGI 25% / MACO 75%)	Engage business outside Thailand (VGI 25% / MACO 75%)	1. Business that PLANB manage and own will not be further expanded. 2. Business that PLANB does not manage by itself or no control can be continued.	Engage business outside Thailand (VGI 25% / MACO 75%)	Engage business outside Thailand (VGI 25% / MACO 75%) will be the one who manage the assets expansion right in the future	1. Business that PLANB manage and own will not be further expanded. 2. Business that PLANB does not manage by itself or no control can be continued.

* The right to construct and own the advertising media in the category of signboards or LED screens on the post columns under the train stations, BTS Skytrain, and Flyovers, currently under concession with Bangkok will belong to the company. In the future, if PLANB is granted the right to construct and own the aforementioned advertising media, PLANB

will give the company the right to procure, and create such advertising media first. If the company does not wish to receive such rights, PLANB will have the right to carry out the said project by itself.

** However, the Company still has income from providing advertising media services in Thailand from entering into an advertising media management agreement with PLANB, with the Company and / or its subsidiaries assigning PLANB as the seller. Marketing and managing all out-of-home advertising media in Thailand of the Company and / or its subsidiaries.

3. Management of Information that may result in the Conflict of Interest

At the present, both the Company and PLANB have the managing structure that consist of competent personnel and the scope of operation, duties and responsibilities have been appropriately defined. The controlling mechanism is assigned to the directors and management team clearly and transparently. In addition, regarding to the connected transactions, the directors, major shareholders, controlling person, and person with conflict of interest will not have the rights to attend the meeting and/or vote for any agenda.

In addition, the Company has the methods to manage the information that might be subject to conflict of interest between the Company and PLANB as follow:

- 3.1 the director of the Company who is nominated by PLANB shall not a person involving in management of business of PLANB;
- 3.2 the director of the Company who is nominated by PLANB shall not attend nor cast his/her vote in a Board of Directors' meeting of the Company in agenda(s) concerning the business of the Company which has conflicts of interest between the Company or its subsidiaries, and PLANB; and
- 3.3 the director of the Company who is nominated by PLANB shall not disclose nor use confidential information of the Company or business of the Company (including its group companies) in the manner that may cause conflicts of interest with the Company (and its group companies).

For the purpose of transparency, the Company will disclose the measure for preventing the conflicts of interest between the Company and PLANB to the shareholders and investors in accordance with relevant rules and regulations, e.g. the regulations of the SET relating to the disclosure of information of listed companies and the submission of annual report, and annual registration statement of the Company, as it deems appropriate. In this regard, in preparation of the Annual Report (Form 56-1), the Company will disclose to the shareholders and investors details of the engagements and non-engagements of the new business opportunities by the Company in the pursuant to the management of conflict of interest above in each year.

5.2. Reasons and Appropriateness of the Connected Transaction for the Shares Issuance

Due to the Company's intention to enter into a transaction to purchase Hello LED shares, it is necessary for the Company to find a source of funds for the said transaction. In addition, the Company plans to adjust its business from previously being "advertising media providers" directly to customers, to becoming only the owner of advertising media in Thailand, responsible for the construction, procurement, installation and maintenance of advertising media only, with a shift in focus to the development and expansion of the Out of Home Media of the Company in foreign countries. In the domestic market, the Company will grant the operating rights to manage advertising media owned by the Company and its subsidiaries in Thailand to those who are expert in managing and selling advertising media.

The Company is, therefore, looking for investors who will be able to partner with the Company. In this regard, the Company foresees the potential of PLANB, one of the leaders in Out of Home Media business currently operating in various key locations around Thailand which has longstanding expertise in selling advertising media. Therefore it is deemed appropriate for the Company to issue and offer 1,080,000,000 additional ordinary shares of the Company with a par value of THB 0.10 per share in the form of a private placement to PLANB at the price of THB 1.4381 per share, equivalent to a total value THB 1,553,148,000, to invest in the acquisition transaction of Hello LED shares and to build a strong trading partnership for future business operations. In addition, it is noted that obtaining loans for this whole amount will affect the Company's performance since there will be increased interest burden.

5.3. Pros and Cons of Executing and Not Executing the Connected Transaction for the Shares Issuance

5.3.1. Pros of Executing the Connected Transaction for the Shares Issuance

- 1) It is a source of funds for the acquisition of Hello LED's shares.

The investment in Hello LED will increase the potential of owning out of home media, resulting in economies of scale which will result in the cost of Company-wide operations are reduced, especially in marketing management expenses, sales expenses and raw material costs, and make the company's operations more efficient through joint ventures, which will generate good returns even more extraordinary, namely the shareholders of both companies, the partnership between the two companies, and the dividends to be gained from Hello LED (Shown in Section 4.3.1).

- 2) It provides opportunities to create business alliances

The Company will acquire PLANB, who has the potential and expertise in managing and selling advertising media, as a trading partner of the Company, thereby helping to enhance the potential in managing and selling advertising media currently owned by the Company and will help promote the Company's business in the future.

- 3) Synergy of MACO, PLANB and VGI groups

MACO, PLANB and VGI groups will join forces to be the market leader in selling out-of-home media with market share coverage of out-of-home media both in Bangkok and the provinces, rendering greater bargaining power of the market both in terms of the selling price and in dealing with agencies, as well as generally helping to achieve economy of scale, saving on such costs as materials and equipment used in making billboards, repair services, including insurance and marketing management expenses, etc. Moreover, the synergy may prove to generate increased rate of sales of all existing advertising media from the sale of trailer packages, resulting in increased sales for the entire group.

4) It is a reorganization of the business group which comprise connected persons.

As VGI, the major shareholder of the Company, holds shares in PLANB in the proportion of 18.80 percent of all paid shares of PLANB as at November 14, 2019, this transaction therefore creates a clearer business structure within the group in which the Company will change its business model in Thailand, becoming only the owner of (or the right to use) advertising media in Thailand and only being the service provider for the construction, procurement, installation and maintenance of the said advertising media. The Company will enter into a management agreement with PLANB to manage the advertising media and provide advertising media services, sale and marketing and managing all out-of-home advertising media located in Thailand owned by the Company and / or the Company's subsidiaries.

5.3.2. Cons of Executing the Connected Transaction for the Shares Issuance

1) Impact on shareholding ratio and stock price

The issuance of 1,080,000,000 newly issued ordinary shares to PLANB will reduce the proportion of shares of the existing shareholders of the Company. The control dilution is equal to 19.96 percent, with earnings dilution also equal to 19.96 percent of the total voting rights of the Company after entering into the issuance and offering of newly issued ordinary shares to PLANB.

2) Exercising the right to oppose the resolution of the PLANB meeting

This capital increase will reduce the shareholding ratio of the existing shareholders of the Company by rendering dilution of control by 19.96 percent and earnings dilution of 19.96 percent of the total voting rights of the Company. After entering into the transaction of issuance and offering of securities to PLANB, PLANB's shareholding in the Company will be in the proportion of 19.96 percent. As such, if less than 79.84 percent of the Company's existing shareholders with voting rights attend the meeting, PLANB would be able to exercise the right to oppose or not support any item on the agenda which require a vote of not less than 3 in 4 of the shareholders who attend the meeting and are entitled to vote.

5.3.3. Pros of Not Executing the Connected Transaction for the Shares Issuance

- 1) The proportion of shareholding and voting rights of the existing shareholders remain the same.

In the event that there is no transaction to purchase ordinary shares of Hello LED, the Company will not need to increase its capital by issuing ordinary shares in amount of 1,080,000,000 shares for sale to existing shareholders and private placement, thereby retaining the same proportion of shares and voting rights of the existing shareholders, and rendering no impact in terms of control dilution and earnings dilution, as well as the power to control voting on important agenda items remaining unchanged.

- 2) No need to bear the risk from entering into the connected transaction of allocating newly issued shares to specific investors

In the event that the Company decided against this transaction, the Company will not have to bear the various risks from entering into a connected transaction for the allocation of shares in private placement as specified in item 5.4.

5.3.4. Cons of Not Executing the Connected Transaction for the Shares Issuance

- 1) Loss of opportunity to receive funds for the acquisition of Hello LED shares and develop other projects

If the Company does not proceed with the transaction to issue and offer newly issued shares to PLANB this time, it will have to obtain loans from financial institutions to pay for the transaction to acquire Hello LED shares. As a result, the debt to equity ratio (D/E Ratio) of the Company would increase from 0.61 times to 1.30 times according to the consolidated financial statements for the accounting period ending 30 June 2019. Moreover, such loan application may be approved or disapproved by any financial institution and the Company may not have sufficient funds to invest in potential projects or have the opportunity to grow in the future.

5.4. Pros and Cons of Executing the Connected Transaction with the Third Party for the Shares Issuance

The issuance of the newly issued ordinary shares to PLANB, a connected person, in the amount of 1,080,000,000 shares with a par value of THB 0.10 per share in the form of Private Placement at the offering price of THB 1.4381 per share, representing a total value of THB 1,553,148,000 will allow MACO to reduce the burden and risks from raising funds by other means, such as financial risk from high loan obligations or interest burden, or the uncertainty in the offering of new shares in such large amount. If the Company is required to issue and offer a large amount of capital increase shares to existing shareholders (Rights Offering) or the general public (Public Offering), it may take longer or the amount raised may not be sufficient to enter into the transaction to purchase Hello LED shares, possibly resulting in instability, delay or the seller may cancel the sale of said shares to the Company. Therefore, the issuance and offering of additional shares to PLANB this time will allow the Company to achieve success according to plan faster. In addition, issuing and offering additional shares to PLANB

creates a business alliance which will promote the potential in management and sale of advertising media and will enhance the Company's business in the future as well as promoting the synergy of the MACO, PLANB and VGI groups to have increased bargaining power in the market.

Nevertheless, this capital increase will reduce the proportion of shares of the existing shareholders of the Company, with control dilution equal to 19.96 percent and the earnings dilution also at 19.96 percent of the total voting rights of the Company.

In order to prevent potential conflicts of interest, MACO and PLANB have a policy to prevent conflicts of interest as mentioned in 5.1.11.2 above.

5.5. Risks Involving in the Connected Transaction for the Shares Issuance

1) Risk from contract still under negotiation

Issuance and offering of newly issued ordinary shares to PLANB is still under negotiation and may be disclosed or changed in some details later. MACO stated that if there are any significant changes, the company will notify shareholders later. However, if the contract has a significant change after the shareholders' approval, it may cause the approved resolution to be different from the needs of the shareholders.

2) Risk from entering Hello LED shares

For investing in Hello LED, the company may face the risk of not following the City Planning Act as Hello LED's ink spray printing business is located in the orange area under the Town Planning Act, which states that all ink spray printing businesses is banned by the law and may be forced to liquidate print service, which will affect the performance of Hello LED and the ability of Hello LED in the business in the long run, however, if needed Hello LED can relocate in the business of providing printing ink to another location, but may be a fee in place. In addition, the company may face the risk of incomplete signage license, in which the management of Hello LED cannot confirm the number of signage that has been inspected and received the building inspection certificate. (Rama 1) to be in accordance with the Act Building control The completeness of the signage construction license is therefore a significant risk that cannot be assessed and may have a significant impact on the business operation of Hello LED, including the fair value of the business. While the said problem does not have a clear solution (Further details can be found in section 4.4) However, in the invitation letter to the meeting on 19 December 2019, the company has disclosed additional information that in order to prevent additional risk in such matters when entering into a share purchase agreement with a shareholder sell The company will negotiate with the seller to have the seller agree to provide a legal statement of Hello LED for a period of 1 year, in which the seller will be liable to compensate in the event of any damage to Hello. LED in respect of material matters arising from liability under the Building Control Act and The said city planning act In addition, the company has negotiated with the seller to allow the seller to compensate the company for any

damages to the company in the total value of THB 1,750 million, which is the highest damage that may occur from the transaction. The acquisition of Hello LED shares this time.

3) The risk of return on investment in Hello LED not being as expected.

Since the main objective in the issuance and offering of additional shares to PLANB this time is to be a source of funds for the transaction to purchase Hello LED shares; therefore, if this investment in Hello LED is not as expected whether in terms of the rate of return from various internal and external factors, risk from incomplete billboard licenses and non-compliance with the Town Planning Act, competition from new media formats, it may cause the Company to lose the opportunity to invest in other projects or companies, or there may be restrictions on investment in other projects or companies which do not have or have less risk than the above risk factors. In such scenario the Company might need to find other sources of funds to invest in other projects or companies in which the Company may be interested.

However, as a precaution against the above risk, entering into a stock purchase agreement with the seller, the company will negotiate with the seller to allow the seller to provide a certification regarding the legal status of Hello LED for a period of time. 1 year, in which the seller is liable for any damages in the event of any significant damage to Hello LED caused by liability under The Building Control Act and the Town Planning Act mentioned above, the company also negotiated with the seller to allow the seller to compensate the company. For any damage that is caused to the company in the total value of THB 1,950 million, which is the highest damage that may occur from this transaction of the acquisition of Hello LED shares.

5.6. Appropriateness of Price and Condition of the Connected Transaction for the Shares Issuance

5.6.1. Principles of preparation of the Independent Financial Advisor's opinion

The opinion of the Independent Financial Advisor is based on the assumption that the information, documents, draft contracts and contracts received, as well as interviews with executives and relevant officers of MACO are accurate and true. The Independent Financial Advisor has considered and studied the said information with prudence and reasonably in accordance with the professional standards. In addition, the Independent Financial Advisor considers that the draft contract, contract and business agreement are effective and legally binding, without any information or events or conditions that may affect the IFA's opinion on the issuance and offering of newly issued shares to the specific investors at this time. However, the IFA has no reason to doubt that the aforementioned information lacks accuracy or completeness in essence, which will significantly affect the completeness of the content of each item of information received.

Moreover, the IFA's opinion was prepared under the industry situation, economic conditions and other external factors that prevailed during preparation, including dependence on the information received which may subsequently change significantly and may affect its opinion. Nevertheless, the IFA has no obligation to update or review this IFA opinion.

5.6.2. Valuation Methods

In this valuation of MACO's ordinary shares, the Independent Financial Advisor has considered 5 methods of valuation as follows:

1. Book Value Approach
2. Adjusted Book Value Approach
3. Volume Weighted Average Price Value Approach
4. Price to Book Value Ratio Approach or P/BV Ratio
5. Price-to-Earnings Ratio Approach or P/E Ratio
6. Discounted Cash Flow Approach

5.6.2.1. Book Value Approach

Book value valuation is the method of valuation of MACO by considering the value shown in the account at a certain time, which is calculated from the net book value of assets (total assets less total liabilities) or the value of shareholders' equity as shown in the consolidated financial statements of MACO's reviewed as of September 30, 2019. The financial statements have been reviewed by certified auditors of EY Office Limited, an auditor approved by the SEC. The book value of MACO as of 30 September 2019 can be calculated as follows:

Book value method

Items	Amount (million THB)
Paid up capital (1)	433.20
Premium on common stocks and treasury shares (2)	2,358.21
Deficit from business combinations under common control (3)	(226.80)
Surplus from the changes in the ownership interests in a subsidiary (4)	(283.72)
Accumulated profit (loss)	
- Allocated - Legal reserve and general reserve (5)	51.99
- Unallocated (6)	389.50
Other components of shareholders' equity (7)	(36.41)
Total shareholders' equity (8) = (1) + (2) + (3) + (4) + (5) +(6) + (7)	2,685.96
Total number of paid-up shares of MACO (shares) ¹	4,331,980,914
Book value per share (THB)	0.62

Note: ¹ Par value of 0.10 THB per share, which is the amount of shares as of 30 September 2019

Valuation using the Book Value Approach reflects the financial status of the Company according to the book value which appears in the financial statements at any given time but does not reflect the true value of some assets and significant events occurring after the date of the referenced financial statements, price or demand and supply in the market, as well as not reflecting the future business profitability, the Company's competitiveness, economic trends and industry overview. From the valuation of shares by the book value method, the share price of the business is **THB 0.62 per share**.

5.6.2.2. Adjusted Book Value Approach

The valuation of shares by this method uses MACO's total assets deducted by total liabilities, including its commitments and contingent liabilities as appeared in the reviewed financial statements for the 3rd Quarter of 2019 accounting period ending September 30, 2019 and adjusting various items that occurred after the closing of the financial statements or items that have an effect, to more accurately reflect the true value, after which the calculated results were divided by the total paid-up shares of MACO, the details of which are as follows:

Since MACO is a long-established company and has property, plant and equipment which should be revised to reflect their true value, an appraisal has, therefore, been undertaken by an independent appraiser, T.A. Management Corporation (1999) Limited as approved by the SEC, for public purposes on October 28, 2019 and October 29, 2019. The evaluated items were land with office building and vacant land. The Independent Financial Advisor has consequently adjusted the said items to reflect the fair value, by considering the adjustment of property, plant and equipment to more accurately reflect the true value of the property.

Details of the appraisal price of land, building and equipment

Items	Appraisal price (million THB)	Valuation method
2 plots of land (title deeds no. 1102 and 15092) and 1 building (8-storey office building)	255.43	Cost approach
3 plots of vacant land (title deeds no. 58516, 74206 and 74206)	101.73	Market approach
3 plots of vacant land (title deeds no. 5672, 14217 and 14360)	43.00	Market approach
Total	400.17	

Item 1

The property appraiser assessed the value of land and buildings in Chatuchak, Bangkok, for a total of THB 255.43 million which is divided into 1) the land value and 2) the value of office buildings as follows

- 1) The land owned by LAND has a land size of 389.5 square wah, which the appraiser appraised by using the market price comparison method and because the market data used in the appraisal have different variables from the property of The land appraiser therefore uses the Weighted Quality Score (WQS) to adjust various variables such as location, shape, and size of the land, environment, etc. The appraiser provides the appraised value for the land part as Value of THB 280,000.00 per square wah, or THB 109.06 million.
- 2) The appraiser appraised the value of office buildings, internal utility space, amount 9,368.99 square meters by using the method of calculating the net replacement cost and determining the new replacement value for each type of living space such as Living space inside the building, parking space, hallway area, living room, bathroom,

and balcony, which has a value between THB5,000 per square meter to THB20,000 per square meter and calculates depreciation at 10% of the new replacement value, therefore providing Value of the building in the amount of THB146.37 million.

Items 2 and 3

The asset appraiser evaluated the vacant land in Phetchaburi Province and Pathum Thani Province that has 10,751 square wah and 6,782 square wah respectively By using the market price comparison method and because the market data used to assess the assets have variables that are different from the assets of MACO, the asset appraiser, uses the Weighted Quality Score (WQS) to adjust various variables. Such as the location, shape and size of the land, the environment, etc., which the property appraiser provides the appraised value for empty land in Phetchaburi and Pathum Thani provinces at THB 4,000.00 per square wah, and THB 15,000.00 per square wah respectively or THB 43.00 million and THB 101.73 million respectively.

Adjustment items for property, building and equipment

Items	Net book value according to financial statements for the nine-month period ending 30 September 2019 (million THB)	Appraised value (million THB)	Adjustment (million THB)
2 plots of land (title deeds no. 1102 and 15092) and 1 building (8-storey office building)	59.29	255.43	196.14
3 plots of vacant land (title deeds no. 58516, 74206 and 74206)	18.20	101.73	83.53
3 plots of vacant land (title deeds no. 5672, 14217 and 14360)	17.12	43.00	25.88
Total	94.61	400.17	305.56

The valuation of MACO shares based on the adjusted book value method

	(million THB)
Company shareholders' equity (before adjustment)	2,685.96
Add Value adjustment items for land, building and equipment	305.56
Company shareholders' equity (After adjustment)	2,991.52
Total number of paid-up shares of MACO (shares) ¹	4,331,980,914
Book value per share (THB per share)	0.6906

Note: ¹ Par value of 0.10 THB per share, which is the amount of shares as of 30 September 2019

The valuation of shares using the adjusted book value method MACO is equal to THB 0.6906 per share. However, the Independent Financial Advisor considers that the book value of most of MACO's assets is close to the market value of the assets and no further items needed to be improved. Therefore, the IFA has not made additional book value adjustments.

5.6.2.2.1. Reserve for employees' long-term benefits

As of 30 September 2019, the Company has recorded liabilities for employees' long-term benefits in the amount of THB 39.54 million, or 2.05 percent of total liabilities. MACO has recorded these items which can be summarized as follows:

Provision for long-term employee benefits

(million THB)	For the nine-month accounting period ended 30 September 2019
Provision for long-term employee benefits at the beginning of the period	30.68
Recognized during the period	9.26
Benefits paid during the period	(0.16)
Difference from financial statement translation	(0.24)
Reserve for long-term employee benefits at the end of the period	39.54

Source: Notes to financial statements for the six-month period ended 30 September 2019

For this reason, the Independent Financial Advisor has not adopted the already recorded obligations to improve the book value of the business.

5.6.2.2.2. Contingent liabilities from litigation

- On 31 January 2017, the Company entered into an airtime service contract for advertising media on 4 billboards installed with Midas Global Media Company Limited ("Midas") of which the service fee throughout the contract period amounted to THB 27 million. On the date of execution of the contract, the Company paid all service fees in full.
- However, on 14 February 2018, Midas filed a lawsuit against the Company and VGI Global Media Public Company Limited ("the parent company") from a transaction relating to the said service agreement, claiming damages of approximately THB 24 million, including interest at the rate of 7.5 percent per annum, including service fees of approximately THB 4 million per month, during which the said billboard structure is still being utilized.
- Thereafter, on 12 September 2019, the Court of First Instance dismissed the case against the Company and the Company is not liable for damages to Midas. However, Midas is in the process of appeal.

Therefore, the IFA did not take the liabilities that may arise from the above case to adjust the book value of the business since the Court of First Instance dismissed the case against the Company and the parent company is not responsible for damages.

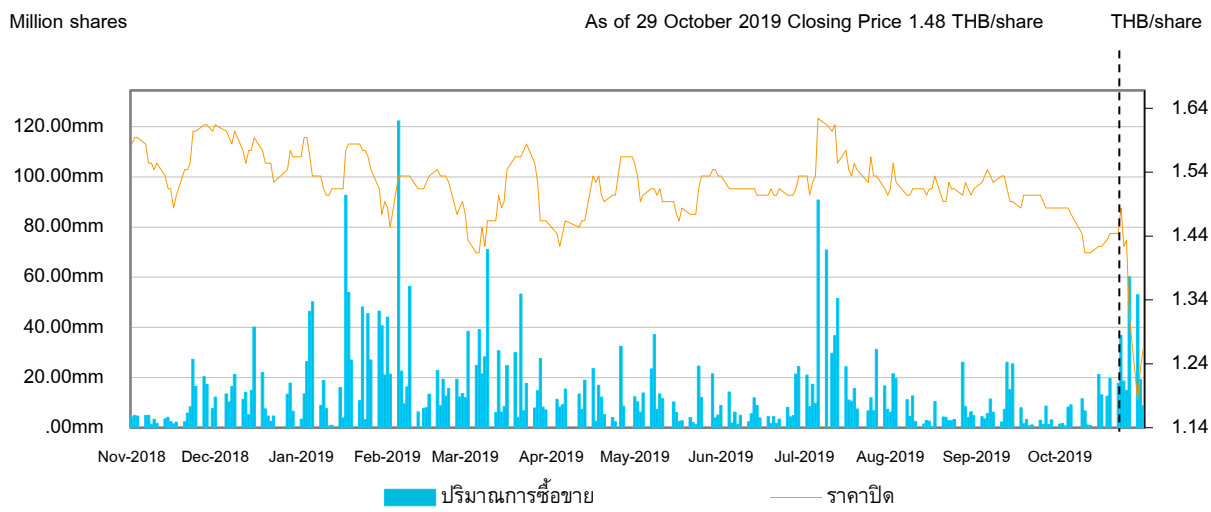
For this reason, the valuation using the adjusted book value method is equal to the valuation using the book value method, which amounts to the share price of the business being at **THB 0.6906 per share**.

The adjusted book value approach will reflect the net asset value that is closer to the true and current value than the book value method by reflecting the market value of the asset. This will affect the current net asset value. However, this method does not reflect the price or demand and supply in the market, nor does it take into account economic trends, related industry, profitability, future business results or the competitiveness of the business including other external factors that may affect future business operations. Therefore, the Independent Financial Advisor deems that the valuation of shares by this method is not suitable for evaluating the fair value of MACO ordinary shares and cannot reflect the true value of the business.

5.6.2.3. Volume Weighted Average Price Value Approach

The valuation of shares under this method is a valuation based on the assumption that the trading price of the company's securities in the stock market, which has liquidity and is traded normally, therefore this price can reflect the demand and supply of the company's securities by Stock trading information of MACO in the past is shown in the following diagram.

Trading Information from 5 November 2018 – 6 November 2019



Remark: The shares purchasing is 50% of Hello LED's total shares from the existing shareholders as of 30 October 2019

Source: Capital IQ

The Independent Financial Advisor has evaluated the value of the shares based on the weighted average market price of the ordinary shares of MACOs that are traded on the Stock Exchange of the time from 7 - 360 working days, starting from 29 October 2019 (which is one working day before the date of the Board of Directors meeting notifying the resolution of the acquisition transaction Assets and connected transactions) as follows;

Weighted Average Price of MACO

	7 days	15 days	30 days	60 days	90 days	120 days	180 days	270 days	360 days
Weighted Average Price (THB/Share)	1.44	1.44	1.47	1.49	1.53	1.53	1.51	1.55	1.62
Average Daily Trading Volume (Thousand Shares)	17,413	10,847	9,040	8,677	11,711	11,165	14,440	14,398	13,417

Source: SETSMART

From the valuation of shares by the weighted average market price method, the share value of MACO is between THB1.44 - 1.62 per share. During the last 360 days, the closing price of the highest MACO is at THB 2.04 per share and the lowest at THB1.08 per share. The weighted average market price method reflects the demand and supply of the company's shares. However, the IFA does not choose to use it. This method because the weighted average market price

method reflects the needs of buyers and sellers without necessarily being equal to intrinsic values) of such securities and may not reflect the future financial performance of MACO.

5.6.2.4. Price to Book Value Ratio Approach or P/BV Ratio

Valuation based on price to book value ratio method uses the book value of MACO according to the consolidated financial statements as of 30 September 2019 which has been reviewed by a licensed auditor approved by the SEC, which is equal to THB 0.62 THB per share. This is then multiplied by the price-to-book value ratio (Peer Group P/BV), taking the average of the price-to-book ratio (P/BV) of the group of listed companies operating similar businesses to MACO, calculated by retrospective average of the daily closing price of stocks during the period of 7 to 360 working days counting back from 29 October 2019 (which is one business day before the date of notification of the Board Meeting of the Company of the resolution to purchase ordinary shares of Hello Bangkok LED Company Limited, amounting to 50 percent of the total shares of Hello LED from the existing shareholders) in order to reduce the distortion from the movement of stock prices that may be caused by abnormal events or seasonal movement which may cause the stock price to not reflect the appropriate value if the price at a certain point is used.

In this regard, the Independent Financial Advisor selected 3 companies with similar business operations by comparing the average of the closing price to book value of such listed companies for comparison, calculated from the average according to the above time period, divided by the book value of that company according to the latest financial statements as of 30 September 2019.

The list of comparable companies in the media and publishing business which has similar business operation to MACO, of which the selection criteria can be summarized as follows:

Comparable companies that conduct similar businesses

Company	Type of Business
MACO	The company is engaged in the business of providing out-of-home media services which are diverse in terms of format, size, installation locations and presentation techniques to be able to meet the needs of different markets and target customers by providing complete services starting from consulting, media planning, providing advertising production and installation services, organizing marketing activities, including maintenance of said media throughout the period of advertising media management.
PLANB	The company operates a service business and produces out-of-home advertising media divided into 8 main businesses as follows: 1. Transit Media 2. Static Media 3. Digital Media 4. In-Mall Advertising Media 5. In-Store Media 6. Airport Media 7. Online Media 8. Sports Marketing.
AQUA	The company mainly rents advertising space, operating through a hire purchase business, billboard space rental and investment property rental services, participation in procurement of real estate for rent and event service activities, warehouse rental and services, and billboard structure rental and advertising services.
VGI	The company is a service provider of Offline-to-Online ("O2O") solutions for advertising media services. The company has 3 main business platforms, namely out-of-home media business, payment service business and a complete package delivery business.

Summary of market price to book value ratio (P/BV) of MACO's comparable companies

Comparable Company	P/BV ratio by number of retrospective business days								
	7 Days	15 Days	30 Days	60 Days	90 Days	120 Days	180 Days	270 Days	360 Days
PLANB	5.35	5.37	5.33	5.31	5.17	4.99	5.22	5.45	5.63
AQUA	0.51	0.52	0.54	0.57	0.58	0.58	0.56	0.55	0.56
VGI	5.62	5.61	5.61	5.64	5.73	5.73	5.55	5.28	6.41
Average of comparable companies	3.83	3.83	3.83	3.84	3.83	3.76	3.78	3.76	4.20
Book value per share of MACO (THB per share) ¹	0.62	0.62	0.62	0.62	0.62	0.62	0.62	0.62	0.62
Share value (THB per share)	2.37	2.38	2.37	2.38	2.37	2.33	2.34	2.33	2.60

Source: CapitalIQ

Note: 1 Calculated from shareholders' equity as of 30 September 2019

Based on data from MACO's consolidated financial statements as of 30 September 2019 which has been reviewed by MACO's auditors, the book value per share is THB 0.62 per share. This is multiplied by the P/BV ratio as per the table above, which is in the range of between 3.76 - 4.20 times, resulting in the value of MACO's shares in the range of **THB 2.33 - 2.60 per share**.

Although the Price to Book Value Ratio Method is an evaluation of the Company's ordinary shares at any one time, it does not take into account future profitability and operating results. As such, the price-to-book value approach does not reflect the future profitability and operating performance of MACO. Furthermore, the group of comparable companies to be used for reference may have similar business operations but there are still differences in certain detail. Therefore, this method is not appropriate for assessing the value of MACO shares.

5.6.2.5. Price-to-Earnings Ratio Approach

Share valuation based on the price-to-earnings ratio method uses the multiplying of earnings per share (EPS) of MACO in the last 4 Quarters ending September 30, 2019 with the Peer Group P/E ratio, referencing the P/E of the average closing price to net profit ratio of listed companies operating similar businesses to MACO as reference P/E ratios, calculated from the retrospective average daily closing price during the period between 7 Up to 360 working days from 29 October 2019 (which is one working day before the date of the notification of the resolution of the Board of Directors meeting to purchase ordinary shares of Hello Bangkok LED Company Limited, representing 50 percent of the total shares of Hello LED from the existing shareholders) as mentioned previously, the summary of which is as follows:

Summary of market price to net profit (P / E) ratio of MACO's comparable companies

Comparable Company	P/E ratio by number of retrospective business days								
	7 Days	15 Days	30 Days	60 Days	90 Days	120 Days	180 Days	270 Days	360 Days
PLANB	46.10	46.24	45.97	45.97	45.25	43.02	41.05	40.93	41.92
AQUA	5.07	5.18	5.38	5.79	6.09	6.09	5.76	5.14	4.99
VGI	72.85	72.74	72.78	72.73	72.08	71.05	67.27	64.36	63.52
Average of comparable companies	41.34	41.39	41.38	41.50	41.14	40.05	38.03	36.81	36.81
MACO's earning per share (THB per share) ¹	0.05	0.05	0.05	0.05	0.05	0.05	0.05	0.05	0.05
Share price (THB per share)	2.07	2.07	2.07	2.07	2.06	2.00	1.90	1.84	1.84

Source: CapitalIQ

Note: 1 Calculated from net profit for the past 12 months

From the valuation of shares by this method, the market price to net profit ratio of the comparable companies is between 36.81 - 41.50 times and the appraised price by the price to earnings ratio per share is between **THB 1.84 - 2.07 per share**. Nonetheless, the Price to Earnings Ratio method uses the average market price to compare the underlying pairs. To calculate to find the value of the company's shares this is a method that uses the average market price of the market to the comparable underlying earnings to calculate the value of the company's shares by reflecting the ability to make profits at a given moment in the past without reflecting the structure of the company's assets and liabilities and may not reflect the value of the company's shares due to the difference between the operating results and the customer types of the Company and the comparable companies Therefore, this method may not be suitable for valuation of the company's shares.

5.6.2.6. Sum of the Parts

Fair value appraisal for MACO shareholders' which is calculated based on the investment proportion by sum of the parts is the method used for shareholders of MACO's subsidiaries and associated companies in various operations both within the country and oversea to reflect the fair value for each MACO shareholder. Independent financial advisor shall select the method for the fair value appraisal which is considered to appropriate for each of MACO's subsidiaries and associated companies. After fair value appraisal for each of MACO's subsidiaries and associated companies was accomplished, the independent financial advisor shall multiple the fair value of shareholder's equity according to the proportion of MACO's common shares in each of the company to reflect the fair value of MACO shareholder's equity. The details for the fair value appraisal are as follows.

Summary of fair valuation methods for equity value of subsidiaries and associated companies of MACO

No.	Abbreviations	Company	Method for fair value appraisal	Shares Proportion Held by MACO
1	MACO	Master Ad Public Company Limited	Discounted Cash Flow Approach	100.00%
2	MM	Master and More Co., Ltd.	Discounted Cash Flow Approach	100.00%

No.	Abbreviations	Company	Method for fair value appraisal	Shares Proportion Held by MACO
3	OPP	OpenPlay Ltd.	Discounted Cash Flow Approach	100.00%
4	LAND	Landy Development Co., Ltd.	Adjusted Book Value Approach	63.76%
5	Inkjet	Inkjet Immages (Thailand) Co., Ltd.	Discounted Cash Flow Approach	50.00%
6	Green Ad	Green Ad Co., Ltd	Discounted Cash Flow Approach	100.00%
7	MTS	Multisign Co. Ltd	Discounted Cash Flow Approach	100.00%
8	GSG	Gold Star Group Co., Ltd	Discounted Cash Flow Approach	60.00%
9	EOA	Eye On Ads Co., Ltd.	Discounted Cash Flow Approach	100.00%
10	COMASS	Co-mass Co., Ltd	Discounted Cash Flow Approach	100.00%
11	TRAT	Trans.Ad Solution Co., Ltd	Discounted Cash Flow Approach	81.65%
12	TRAM	Transad Malaysia Sdn. Bhd.	Discounted Cash Flow Approach	81.65%
13	ROC	Roctec Technology Ltd.	Discounted Cash Flow Approach	72.67%
14	WINB	Winbliss System Ltd.	Discounted Cash Flow Approach	77.25%
15	VGM	VGI Global Media (Malaysia) Sdn. Bhd.	Discounted Cash Flow Approach	75.00%
16	PBSB	Puncak Berlian Sdn. Bhd.	Book Value Approach	48.75%
17	MUSB	Meru Utama Sdn. Bhd.	Discounted Cash Flow Approach	55.29%
18	TCSB	Titanium Compass Sdn. Bhd.	Discounted Cash Flow Approach	42.00%
19	AVA	PT Avabanindo Perkasa	Discounted Cash Flow Approach	19.69%
20	MOSB and EYEBALL	MACO Outdoor Sdn. Bhd.	Book Value Approach	100.00%
21	VGI MACO	VGI MACO (Singapore) Pte. Ltd.	Book Value Approach	75.00%

Reasons for selecting the method for market value appraisal for each MACO shareholder's equity is summarized in the table below.

Summary of rationale for choosing method of shares valuation for MACO's subsidiaries and associated companies

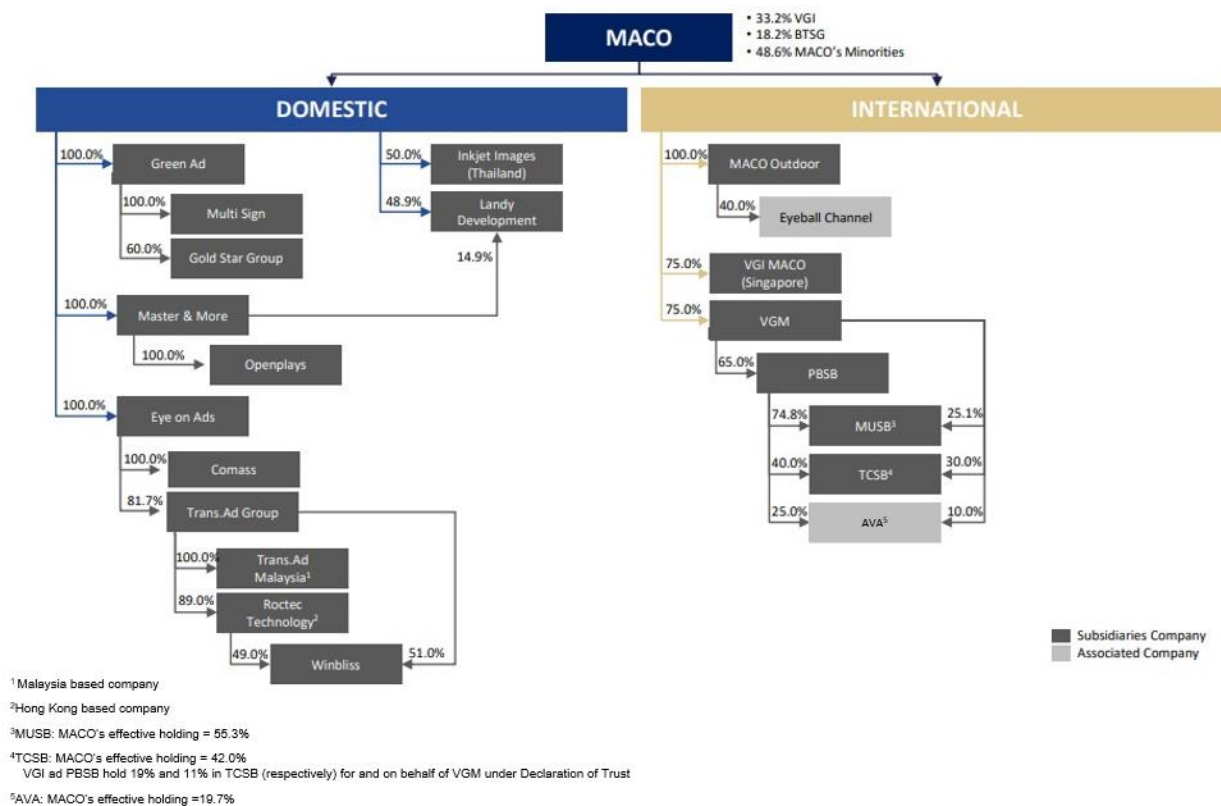
No.	Abbreviations	Valuation Methodologies	Rational for method use
1	MACO	Discounted Cash Flow Approach	Since MACO is the company that leases advertising areas with a constant growth, the independent financial advisor considered the fair value appraisal using Discounted Cash Flow Approach as an appropriate method to best assess the potential future value of the company.
2	MM	Discounted Cash Flow Approach	Since MM is the company that leases advertising areas with clear future growth plans, the independent financial advisor considered the fair value appraisal using Discounted Cash Flow Approach as an appropriate method to best assess the potential future value of the company.
3	OPP	Discounted Cash Flow Approach	Since OPP is the company that leases advertising areas using a leasing contract with the predictable expiration date, the independent financial advisor considered the fair value appraisal using Discounted Cash Flow Approach as an appropriate method to best assess the potential future value of the company.

No.	Abbreviations	Valuation Methodologies	Rational for method use
4	LAND	Adjusted Book Value Approach	Since LAND is the company that provide office rental service without a growth plan, the independent financial advisor considered the fair value appraisal using Adjusted Book Value Approach as an appropriate method to best assess the potential future value of the company.
5	Inkjet	Discounted Cash Flow Approach	Since Inkjet is the company that provides static media advertising production services with a constant growth, the independent financial advisor considered the fair value appraisal using Discounted Cash Flow Approach as an appropriate method to best assess the potential future value of the company.
6	Green Ad	Discounted Cash Flow Approach	Since Green Ad is the company that provide made-to-order advertising production services with a constant growth, the independent financial advisor considered the fair value appraisal using Discounted Cash Flow Approach as an appropriate method to best assess the potential future value of the company.
7	MTS	Discounted Cash Flow Approach	Since MTS is the company that leases advertising areas with a constant growth, the independent financial advisor considered the fair value appraisal using Discounted Cash Flow Approach as an appropriate method to best assess the potential future value of the company.
8	GSG	Discounted Cash Flow Approach	Since GSG is the company that provide advertising media production services for train body wrap and advertising media at BTS stations with business growth, the independent financial advisor considered the fair value appraisal using Discounted Cash Flow Approach as an appropriate method to best assess the potential future value of the company.
9	EOA	Discounted Cash Flow Approach	Since EOA is the company that leases advertising areas with a constant growth, the independent financial advisor considered the fair value appraisal using Discounted Cash Flow Approach as an appropriate method to best assess the potential future value of the company.
10	COMASS	Discounted Cash Flow Approach	Since COMASS the company that leases advertising areas with a constant growth, the independent financial advisor considered the fair value appraisal using Discounted Cash Flow Approach as an appropriate method to best assess the potential future value of the company.
11	TRAT	Discounted Cash Flow Approach	Since TRAT is the company that provide system installation and maintenance services with business growth, the independent financial advisor considered the fair value appraisal using Discounted Cash Flow Approach as an appropriate method to best assess the potential future value of the company.
12	TRAM	Discounted Cash Flow Approach	Since TRAM is the company that leases advertising areas with future growth plans, the independent financial advisor considered the fair value appraisal using Discounted Cash Flow Approach as an appropriate method to best assess the potential future value of the company.

No.	Abbreviations	Valuation Methodologies	Rational for method use
13	ROC	Discounted Cash Flow Approach	Since ROC is the company that provide system installation and maintenance services with business growth, the independent financial advisor considered the fair value appraisal using Discounted Cash Flow Approach as an appropriate method to best assess the potential future value of the company.
14	WINB	Discounted Cash Flow Approach	Since WINB is the company that provide maintenance services with business growth, the independent financial advisor considered the fair value appraisal using Discounted Cash Flow Approach as an appropriate method to best assess the potential future value of the company.
15	VGM	Discounted Cash Flow Approach	Since VGM is the holder of concession right on publicizing advertising media management for KTM, an electric rail mass transit system and advertising media management for digital vertical media in Malaysia, the independent financial advisor considered the fair value appraisal using Discounted Cash Flow Approach as an appropriate method to best assess the potential future value of the company.
16	PBSB	Book Value Approach	Since PBSB is the holding company that invest in other company, the independent financial advisor considered the fair value appraisal using Book Value Approach as the most appropriate method to best assess the potential future value of the company.
17	MUSB	Discounted Cash Flow Approach	Since MUSB is the holder of concession right on advertising media management for KLIA airport and Senai within Malaysia holding a concession agreement that clearly stated a definite period of time, the independent financial advisor considered the fair value appraisal using Discounted Cash Flow Approach as an appropriate method to best assess the potential future value of the company.
18	TCSB	Discounted Cash Flow Approach	Since TCSB is the holder of concession right on advertising media management for a transit media on an electric train, MRT SBK Line within Malaysia holding a concession agreement that clearly stated a definite period of time, the independent financial advisor considered the fair value appraisal using Discounted Cash Flow Approach as an appropriate method to best assess the potential future value of the company.
19	AVA	Discounted Cash Flow Approach	Since AVA is the holder of concession right on advertising media management for a transit media on an electric train, MRT Jakarta within Indonesia holding a concession agreement that clearly stated a definite period of time, the independent financial advisor considered the fair value appraisal using Discounted Cash Flow Approach as an appropriate method to best assess the potential future value of the company.
20	MOSB and EYEBALL	Book Value Approach	Since MOSB is a Holding Company for the investment in EYEBALL of 40% and EYEBALL does not have the expansion plan, the independent financial advisor

No.	Abbreviations	Valuation Methodologies	Rational for method use
			considered the fair value appraisal using Book Value Approach as an appropriate method to best assess the potential future value of the company.
21	VGI MACO	Book Value Approach	Since VGI MACO is the company that has not yet operated, the independent financial advisor considered the fair value appraisal using Book Value Approach as an appropriate method to best assess the potential future value of the company.

Summary of MACO Group Structure



Source: MACO's presented information as of Quarter 3, 2019

Summary of the assumptions and general principles used in estimation by Discounted Cash Flow Approach

1. Revenue forecast period and cost

The Independent Financial Advisor has prepared a financial forecast for 9.25 years ranging between October 1 2019 to December 31 2028. In this regard, the estimated time of revenue and cost for companies in the MACO group for some companies may differ based on the remaining terms of the concession contract or the right to use the advertising space of that company.

2. Estimation of revenue, cost, and expenses

The Independent Financial Advisor estimates revenue, costs, and expenses mainly based on the internal financial statements of MACO for the 3rd quarter of the year 2019, ending 30 September 2019. As the 3rd quarter 2019 internal financial statements have more detailed incomes, costs and expenses than in the past financial statements and the independent financial advisor is of the opinion that the selection of the first 9 months of 2019 is the basis for the projection will help reflect the revenue structure, costs and the latest expenses of each company better than using previous year's financial statements. However, if different assumptions are used, the Independent Financial Advisor will explain further in each case.

3. Working Capital Forecast (Net Working Capital)

The Independent Financial Advisor refers to the historical average 2 years and 9 months in the calculation of assumptions related to working capital estimation. Throughout the projection period, the Independent Financial Advisor deems that the average calculation period is appropriate since it is the average working capital in the past which can reflect the operation of the company well. In this regard, if a different historical average value is used, the Independent Financial Advisor will explain further in each case.

4. Variables and assumptions in weighted average financial cost calculation (WACC)

Risk Free Rate (R_f)

The Independent Financial Advisor refers to the yield of risk-free securities (RF) from the yield of 10 year Thai government bonds as of 31 October 2019 for companies in the MACO group in Thailand. Meanwhile, 10 year government bond yields of the United States of America as of 31 October 2019 for MACO affiliates that are overseas.

Market Return (R_M)

The Independent Financial Advisor has referenced the Return on Investment in Equity (RM) from the average return on investment in the Stock Exchange of Thailand for the past 10 years from 31 October 2009 to 31 October 2019 for companies in MACO group that are located in Thailand. Meanwhile, the return on investment in the US stock market, S&P 500 Index, average for the past 10 years from 31 October 2009 to 31 October 2019 for MACO companies that are overseas.

Cost of Equity (K_E)

The Independent Financial Advisor determined the cost of equity (KE) of the company to be different according to the Capital Asset Pricing Model (CAPM). The calculation details will be in the forecast income of each company.

Cost of Debt (K_D)

The Independent Financial Advisor determined the cost of interest-bearing liabilities (KD) of the company to be different according to the cost of interest-bearing liabilities of each company.

Corporate Income Tax

Corporate income tax rates will differ according to the country in which each company operates.

Interest-bearing liabilities to the sum of interest-bearing liabilities and shareholders' equity

Since MACO and its affiliates do not specify the Target Capital Structure but will maintain a debt-to-equity ratio of no more than 3:1. Currently, the said ratio of MACO is still significantly lower than 3:1. Nonetheless, in the future, MACO and its affiliates will use cash flow from operations to invest. The above information is based on interviews with executives.

Therefore, the Independent Financial Advisor calculates the ratio of interest-bearing liabilities to the sum of interest-bearing liabilities and the equity of each company by referring to the value of interest-bearing liabilities and shareholders' equity of MACO's internal financial statement as of 30 September 2019 of each company to reflect the latest capital structure of each company. However, companies in the MACO group may calculate the proportion of interest-bearing liabilities to the sum of interest-bearing liabilities and shareholders' equity differently in the event that the assumption is used to convert debt to equity for a company with negative equity.

Market risk indicator (Beta)

The IFA has chosen the Bottom-up Beta method for calculating market risk indicators (beta) used to calculate the cost of equity (KE). Bottom-Up Beta calculations and principles for selecting similar companies (Peer Group) are classified according to the countries in which each company operates with details as follows:

Thailand

Bottom-Up Beta calculations of companies operating in Thailand and the principles of choosing similar companies (Peer Group) are as follows.

Calculation of unlevered beta from listed companies which are comparable with MACO and subsidiaries in

Thailand

Company	Ticker	Levered Beta ¹	Value of debt (D) (Million THB)	Market value Of shareholders' equity (E) (Million THB)	Debt / Market Value of Equity (D / E)	Effective Tax Rate	Unlevered Beta ²
PLAN B Media PCL	PLANB	0.6979	39.80	33,972.47	0.12%	18.6%	0.6972
Aqua Corporation PCL	AQUA	1.0134	2,449.82	2,020.92	121.22%	15.8%	0.5016
VGI PCL	VGI	0.3577	3,392.76	83,958.87	4.04%	20.6%	0.3466
						Mean	0.5151

Source: Capital IQ as of 31 October 2019, which is the last day before the Board of Directors' meeting which has a resolution to approve the related transaction.

Remark:

- 1) Levered Beta is a coefficient that takes into account the effects of the liabilities of each company which is the historical average

2) $Unlevered\ Beta = Levered\ Beta / \{1 + ((1 - Average\ true\ tax\ rate\ for\ the\ past\ 5\ years) * D/E)\}$

In this regard, the Independent Financial Advisor selects the Bottom-up Beta method to help reduce bias in using the beta of MACO. This is because Bottom-Up Beta will use the average unlevered beta of similar companies (Peer Group) to calculate, which is like the industry average of Beta which will be less volatile than using only MACO Beta (Conservative Basis).

Principles for selecting similar companies (Peer Group) with MACO and MACO group companies in Thailand are as follows:

Reasons for choosing to use a comparable company with the MACO companies in Thailand

Comparable Companies	Reasons
PLAN B Media PCL	PLANB is an advertising media company registered in the Stock Exchange of Thailand providing services in out-of-home advertising media business, advertisement in public transportation systems and digital advertising.
Aqua Corporation PCL	AQUA is an advertising media company registered in the Stock Exchange of Thailand engaging in the business of rental of advertising space and other advertising services.
VGI PCL	VGI is an advertising media company registered in the Stock Exchange of Thailand engaging in the business of renting advertising space both offline and online.

Malaysia

Bottom-Up Beta calculations of companies operating in Malaysia and the principles of choosing similar companies (Peer Group) are as follows.

Calculation of Unlevered Beta from listed companies which are comparable with MACO and MACO companies in Malaysia

Company	Ticker	Levered Beta ¹	Value of debt (Million ringgit)	Market value of equity (Million ringgit)	Debt / Equity (D / E)	Effective Tax Rate	Unlevered Beta ²
Media Prima Berhad	MEDIA	1.0836	316.37	404.86	78.14%	19.29%	0.6645
Seni Jaya Corporation Berhad	SJC	1.2907	9.84	19.86	49.54%	49.54%	1.1367
						Mean	0.9006

Principles for selecting similar companies (Peer Group) with MACO and MACO group companies in Malaysia are as follows

Reasons for choosing to use a comparable company with the MACO companies in Malaysia

Comparable Companies	Reasons
Media Prima Berhad	Media Prima Berhad is an advertising media company registered in the Malaysian stock exchange operating in advertising media in various forms such as advertising on expressways and advertising media in airports.

Opinion of the Independent Financial Advisor on the Asset Acquisition, Issuance and Offering of the Newly Issued Ordinary Shares of the Company through a Private Placement which is a Connected Transaction and Entering into the Right to Sell Advertising Media Agreement which is a Connected Transaction.



Comparable Companies	Reasons
Seni Jaya Corporation Berhad	Seni Jaya Corporation Berhad is an advertising media company registered in the Malaysian stock exchange engaging in the business of procuring and providing advertising space for both indoor and outdoor advertising media.

Indonesia

Bottom-Up Beta calculations of companies operating in Indonesia and the principles of choosing similar companies (Peer Group) are as follows.

Calculation of Unlevered Beta from listed companies which are comparable with MACO and MACO companies in Indonesia

Company	Ticker	Levered Beta ¹	Value of debt (Million rupiah)	Market value of equity (Million rupiah)	Debt / Equity (D / E)	Effective Tax Rate	Unlevered Beta ²
PT Surya Citra Media Tbk	IDX: SCMA	1.4815	12,013.71	17,967,744.43	0.1%	25.2%	1.4807
PT Visi Media Asia Tbk	IDX: VIVA	0.8752	3,390,469.60	1,333,605.90	254.2%	37.0%	0.3364
PT. Media Nusantara Citra Tbk	IDX: MNCN	0.9711	4,709,803.00	16,311,003.84	28.9%	28.0%	0.8039
						Mean	0.8737

Principles for selecting similar companies (Peer Group) with MACO and MACO group companies in Indonesia are as follows

Reasons for choosing to use a comparable company with the MACO companies in Indonesia

Comparable Companies	Reasons
PT Surya Citra Media Tbk	PT Surya Citra Media Tbk is a media and advertising company registered in the Indonesian stock exchange providing a wide range of advertising media from upstream to downstream.
PT Visi Media Asia Tbk	PT Visi Media Asia Tbk is a media and advertising company registered in the Indonesian stock exchange engaging in offline and online advertising media business.
PT. Media Nusantara Citra Tbk	PT. Media Nusantara Citra Tbk is a media and advertising company registered in the Indonesian stock exchange providing advertising consulting business and a variety of integrated media services from upstream to downstream.

Hong Kong Special Administrative Region of the People's Republic of China

Bottom-Up Beta calculations of companies operating in Hong Kong Special Administrative Region of the People's Republic of China and the principles of choosing similar companies (Peer Group) are as follows.

Calculation of Unlevered Beta from listed companies which are comparable with MACO and MACO companies in Hong Kong Special Administrative Region of the People's Republic of China

Company	Ticker	Levered Beta ¹	Value of debt (Million Hong Kong Dollar)	Market value Of equity (Million Hong Kong Dollar)	Debt / Equity (D / E)	Effective Tax Rate	Unlevered Beta ²
Automated Systems Holdings Limited	SEHK: 771	0.8027	2,164.35	2,977.01	72.7%	23.4%	0.5155
Global Link Communications Holdings Limited	SEHK: 8060	0.3071	9.50	361.95	2.6%	16.5%	0.3005
Maxnerva Tachnology Services	SEHK: 1037	0.4834	203.85	1,260.82	16.2%	43.5%	0.4430
PCCW Limited	SEHK: 8	0.2434	215,595.85	138,463.59	155.7%	17.4%	0.1064
						Mean	0.3414

Source: Capital IQ as of 31 October 2019, which is the last day before the Board of Directors' meeting which has a resolution to approve the related transaction.

Remark:

- 1) Levered Beta is a coefficient that takes into account the effects of the liabilities of each company which is the historical average
- 2) $Unlevered\ Beta = Levered\ Beta / \{1 + ((1 - Average\ true\ tax\ rate\ for\ the\ past\ 5\ years) * D/E)\}$

Principles for selecting similar companies (Peer Group) with MACO and MACO group companies in Hong Kong Special Administrative Region of the People's Republic of China are as follows

Reasons for choosing to use a comparable company with the MACO companies in Hong Kong Special Administrative Region of the People's Republic of China

Comparable Companies	Reasons
Automated Systems Holdings Limited	Automated Systems Holdings Limited is a computer system technology company listed on the stock exchange of the Hong Kong Special Administrative Region engaging in the business of technology products and services, computer system placement including installation and maintenance of computer system equipment.
Global Link Communications Holdings Limited	Global Link Communications Holdings Limited is a computer system technology company listed on the stock exchange of the Hong Kong Special Administrative Region engaging in the business of development, production, and service of computer system technology.
Maxnerva Technology Services	Maxnerva Technology Services is a computer system technology company listed on the stock exchange of the Hong Kong Special Administrative Region providing services in a technology consulting business, computer systems, and Big data.
PCCW Limited	PCCW Limited is a computer and telecommunications technology company listed on the stock exchange of the Hong Kong Special Administrative Region providing services in the business of technology, data center and telecommunication service centers.

5. Forecast limitation

This valuation of MACO has limitations in the preparation of financial projections of companies in the MACO group, such as incomplete information of past performance results and operations related agreements. Therefore, the Independent Financial Advisor has to refer to other information such as the internal financial statements of MACO for the 3rd quarter of the year 2019 ending 30 September 2019, which the information has not been audited or reviewed by an auditor together with the information from the interview with the MACO management. However, the independent financial advisor has chosen to use the most reliable information from MACO to improve the assumptions for the financial statements of companies within the MACO to reflect the latest financial performance and status.

Master Ad Public Company Limited (MACO)

This MACO value appraisal has some limitations in the preparation of MACO's financial forecast. The IFA is necessary to refer to the data from the MACO budget plan prepared by the MACO's executives together with considering the internal financial statements of MACO for the 3rd quarter of 2019 ending on 30th September, 2019, including the information from the interview of the MACO's executives mainly.

Key assumptions on MACO's financial forecast can be summarized as follows:

3) Revenue

Income from billboard rental service

The income which MACO gained from billboard rental can be currently classified into 2 groups; 1) Income from billboard rental owned by MACO and 2) Income from billboard rental which was rented by MACO from the affiliates through entering the advertising service contract signed by MACO with the affiliates. The income gained from billboard rental service could be detailed below:

- 1) Income from billboard rental owned by MACO (MACO Billboard)
- 2) Income from billboard rental from the advertising space having MACO entitled to benefit or exploit the profits via the advertising service contract signed by MACO with the affiliates. The advertising service contract defines that MACO is entitled to benefit or exploit the profits of advertising space. MACO is liable for paying the service charges at the amount as mentioned in the contract to the advertising space service provider. The advertising service contract signed by MACO with the affiliates is valid for 1 year in which the forecast defines for the renewal at the contract termination. The advertising service contract signed by MACO with the affiliates are as follows:
 - Income from billboard rental through the advertising service contract between MACO and Open Play Company Limited which is the poster billboard in the petrol station under the PTT trademark (PTT Poster). This contract is in the term of 1 year from 1st January, 2019, to 31st December, 2019. It will be renewed upon expiration. However, this contract will not be renewed after November 2023 as per the contract expiration date which Open Play Company Limited has signed with PTT Retail Business Management Company Limited. MACO's executives expect that the contract will not be renewed.
 - Income from billboard rental through the advertising service contract between MACO and Multi Sign Company Limited (MTS) which consists of MTS Billboard and restaurant advertising space (MTS Aroy Aroy)
 - Income from billboard rental through the advertising service contract between MACO and COMASS Company Limited (COMASS) which is COMASS Billboard.
 - Income from billboard rental through the advertising service contract between MACO and Eyes on Ads Co., Ltd. (EOA) having EOA Billboard and LED (EOA LED).

The income estimated from billboard rental received by MACO consists of various estimates such as the number of billboards, average billboard rental rates, and the ability to make money. According to the estimates of the number of billboards based on the number of remaining billboards as on 23rd September, 2019, which is the most updated information that MACO gave to an IFA and the average rental rate which is calculated as the rate of actual income to the ability in generating the income. It is based on the average rental rate of the billboards during the first 9 months of 2019. The ability in generating the income depends on important factors such as number of billboards, billboard size, location etc. The ability in generating the income per billboard in 2019 and the increase in rental price are referred from the policies of the MACO's executives.

Summary of billboards for advertising

Items	Assumptions of forecasts Q4/2562E – 2571F
Billboards – MACO owns MACO Billboard <ul style="list-style-type: none"> - Number (billboards) - Average billboard rental rate (%) - Ability to make money (million THB per year) 	40 billboards based on the number of remaining billboards as on 23 rd September, 2019. 66.34% based on the average billboard rental rate during the first 9 months of 2019. 88.09 million THB per year for the year 2019 and it is determined to increase following the inflation rate.
Billboards – Advertising service contract between MACO and Open Play Company Limited (PTT Poster) <ul style="list-style-type: none"> - Number (billboards) - Average billboard rental rate (%) - Ability to make money (million THB per year) 	256 billboards based on the number of remaining billboards as on 23 rd September, 2019. 55.31% based on the average billboard rental rate during the first 9 months of 2019. 20.00 million THB per year at the fixed rate from the year 2019 until the expiration of contract in 2023 according to the policies of the MACO's executives.
Billboards – Advertising service contract between MACO and Multi Sign Company Limited (MTS Billboard) <ul style="list-style-type: none"> - Number (billboards) - Average billboard rental rate (%) - Ability to make money (million THB per year) 	620 billboards based on the number of remaining billboards as on 23 rd September, 2019. 37.20% based on the average billboard rental rate during the first 9 months of 2019. 252.40 million THB per year for the year 2019 and it is determined to increase following the inflation rate.
Billboards – Advertising service contract between MACO and Multi Sign Company Limited (MTS Aroy) <ul style="list-style-type: none"> - Number (billboards) - Average billboard rental rate (%) - Ability to make money (million THB per year) 	250 billboards based on the number of remaining billboards as on 23 rd September, 2019. 15.33% based on the average billboard rental rate during the first 9 months of 2019. 46.50 million THB per year at the fixed rate from the year 2019 onwards according to the policies of the MACO's executives.
Billboards – Advertising service contract between MACO and COMASS Company Limited (COMASS Billboard) <ul style="list-style-type: none"> - Number (billboards) - Average billboard rental rate (%) - Ability to make money (million THB per year) 	98 billboards based on the number of remaining billboards as on 23 rd September, 2019. 51.91% based on the average billboard rental rate during the first 9 months of 2019. 127.24 million THB per year for the year 2019 and it is determined to increase following the inflation rate.

Items	Assumptions of forecasts Q4/2562E – 2571F
Billboards – Advertising service contract between MACO and Eyes on Ads Co., Ltd. (EOA Billboard) <ul style="list-style-type: none"> - Number (billboards) - Average billboard rental rate (%) - Ability to make money (million THB per year) 	98 billboards based on the number of remaining billboards as on 23 rd September, 2019. 66.34% based on the average billboard rental rate during the first 9 months of 2019. 215.82 million THB per year for the year 2019 and it is determined to increase following the inflation rate.
Billboards – Advertising service contract between MACO and Eyes on Ads Co., Ltd. (EOA LED) <ul style="list-style-type: none"> - Number (billboards) - Average billboard rental rate (%) - Ability to make money (million THB per year) 	34 billboards based on the number of remaining billboards as on 23 rd September, 2019. 82.95% based on the average billboard rental rate during the first 9 months of 2019. 293.76 million THB per year at the fixed rate from the year 2019 onwards according to the policies of the MACO's executives.

Income from other services

Consisting of income gained from making billboards and various operating expenses accounted for 16.28% of the income gained from billboard rent referring to the proportion of income from other services to the income from billboard rental from MACO's internal income statements for the first 9 months of 2019. Such assumptions are used throughout the forecast period.

Other income

Consisting of administrative fee income and other income which is calculated as 2.47% of the income gained from billboard rental referring to the proportion of other income to the income gained from billboard rental from MACO's internal income statements for the first 9 months of 2019. Such assumptions are used throughout the forecast period.

From the above assumptions about income forecasts, the income forecast can be summarized as below:

MACO's income estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Income gained from billboard rental service	457.77	155.85	628.12	633.98	640.67	647.33	644.92	652.80	660.84	669.04	677.40
Income gained from other services	74.54	25.38	102.28	103.24	104.33	105.41	105.02	106.30	107.61	108.95	110.31
Other income	11.32	3.85	15.53	15.67	15.84	16.00	15.94	16.14	16.34	16.54	16.75
Total income	543.63	185.09	745.92	752.88	760.84	768.74	765.88	775.24	784.78	794.52	804.46

Cost of service

The cost of service is divided into 4 parts; fixed cost of service, cost of service fee under the advertising service contract that MACO has signed with an affiliate, variable cost of service, and depreciation. The details of each cost of service are as follows:

- The fixed cost of service consists of cost of rental and cost of salary which is based on the fixed cost of service from MACO's internal income statements for the first 9 months of 2019. It is set to increase according to the inflation rate referred from the IMF as shown in Attachment 8.25 throughout the forecast period.
- The cost of advertising space composes of 1) advertising space cost owned by MACO (MACO Billboard) is based on the fixed cost of the MACO's internal income statements for the first 9 months of 2019. It is set to increase according to the inflation rate referred from the IMF as shown in Attachment 8.25 throughout the forecast period. 2) The cost of service under the advertising service contract which MACO has signed with the affiliates is calculated from the number of billboard structure or the number of billboards with the following details:

Summary of service fees according to advertising service contract which MACO has signed with the affiliates

Items	Assumptions of forecasts Q4/2562E – 2571F
Billboards – Advertising service contract which MACO has signed with Open Play Co., Ltd. (PTT Poster) <ul style="list-style-type: none"> - Number (billboards) - Average billboard rental rate following the advertising service contract (THB per structure per month) 	256 billboards based on the number of remaining billboards as on 23 rd September, 2019. 7,000.00 THB per billboard per month at the fixed rate from 2019 to the contract expiration date in 2023 and it is determined to increase according to the policies of the MACO's executives.
Billboards – Advertising service contract which MACO has signed with Multi Sign Co., Ltd. (MTS Billboard) <ul style="list-style-type: none"> - Number (structures) - Average service fees according to the advertising service contract (THB per structure per month) 	620 structures based on the number of remaining billboards as on 23 rd September, 2019. 13,457.38 THB per structure per month for the year 2019 and it is determined to increase following the inflation rate.
Billboards – Advertising service contract which MACO has signed with Multi Sign Co., Ltd. (MTS Aroy) <ul style="list-style-type: none"> - Number (structures) - Average service fees according to the advertising service contract (THB per structure per month) 	250 billboards based on the number of remaining billboards as on 23 rd September, 2019. 3,208.00 THB per structure per month at the fixed rate from 2019 onwards according to the policies of the MACO's executives.

Items	Assumptions of forecasts Q4/2562E – 2571F
Billboards – Advertising service contract which MACO has signed with COMASS Co., Ltd. (COMASS Billboard) <ul style="list-style-type: none"> - Number (structures) - Average service fees according to the advertising service contract (THB per structure per month) 	85 billboards based on the number of remaining billboards as on 23 rd September, 2019. 60,215.05 bath per structure per month for the year for the year 2019 and it is determined to increase following the inflation rate.
Billboards – Advertising service contract which MACO has signed with Eyes on Ads (EOA Billboard) <ul style="list-style-type: none"> - Number (structures) - Average service fees according to the advertising service contract (THB per structure per month) 	59 structures based on the number of remaining billboards as on 23 rd September, 2019. 103,743.33 bath per structure per month for the year 2019 and it is determined to increase following the inflation rate.
Billboards – Advertising service contract which MACO has signed with Eyes on Ads (EOA LED) <ul style="list-style-type: none"> - Number (structures) - Average service fees according to the advertising service contract (THB per structure per month) 	34 structures based on the number of remaining billboards as on 23 rd September, 2019. 225,000.00 THB per structure per month at the fixed rate from 2019 onwards according to the policies of the MACO's executives.

For Sum of the Parts valuation method, the cost of advertising space according to the advertising service agreement that MACO signed with the affiliates is considered as the expenses to MACO and the revenue to the such affiliates.

- Service variable costs such as in making the board, examining the board, and label tax cost are classified as part of the service variable costs referred from the proportion of service variable costs per the total income from the internal income statements for the first 9 months of 2019 calculated as 8.16% of the total income.

MACO's costs estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Fixed service costs	10.28	3.43	13.88	14.10	14.36	14.64	14.94	15.24	15.54	15.85	16.17
Costs of advertising space service	281.39	99.82	402.86	407.34	412.46	416.46	402.66	408.68	414.82	421.09	427.49
Service variable costs	44.35	15.10	60.85	61.42	62.07	62.71	62.48	63.24	64.02	64.82	65.63
Total costs	336.02	118.34	477.60	482.86	488.89	493.82	480.07	487.16	494.39	501.76	509.28

4) Selling expenses

Consisting of promotional and advertising expenses, employee's commissions, salaries and bonuses for salespeople, etc. based on the proportion of sales expenses to total income from the internal income statements for the first 9 months of 2019 calculated as 7.16% of total income.

5) Administrative expenses

Consisting of salaries, common service fees, consulting fees, vehicle expenses, and office rents, etc., based on administrative expenses from the internal income statements for the first 9 months of 2019 which is set to increase following the inflation rate referred from the IMF as shown in Attachment 8.25.

6) Depreciation

The IFA estimates the depreciation to be consistent with the accounting policy of MACO with the straight-line depreciation based on an average useful life of 5-20 years.

MACO's expenses estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Selling expenses	38.92	13.25	53.41	53.91	54.48	55.04	54.84	55.51	56.19	56.89	57.60
Administrative expenses	79.46	27.02	110.38	110.25	111.63	113.85	116.11	118.42	120.78	123.18	125.63
Depreciation	5.80	1.93	7.74	7.74	7.74	7.74	7.74	7.74	7.74	7.74	7.74
Total expenses	124.19	41.67	168.47	170.69	173.22	176.01	178.07	181.05	184.09	187.19	190.35

7) Finance cost

Interest expenses according to current short-term loans have the average interest rate of approximately 2.00 percent per year based on the information received from MACO's executives and require no future borrowing after the loan is fully repaid.

8) Corporate income tax

The tax rate of 20.00 percent of the net profit before tax throughout the forecast period is consistent with the current corporate income tax rate of Thailand.

9) Assets

8.1 Net working capital

Summary of MACO's working capital

Items	Assumptions
Assets	
- Account receivables	Days sales outstanding is 83 days
Liabilities	
- Account payables	Days payable outstanding is 110 days

The IFA is based on the average of the past 2 years and 9 months ratios calculated from the MACO's audited financial statements for the years ending on 31st December 2017 and 2018 and the internal financial statements of MACO for the 3rd quarter of the year ending on 30th September, 2019, throughout the forecast period.

8.2 Capital expenditure

For the assumptions related to future investment costs, the IFA has determined future capital expenditure when the assets of each category are expired for accounting purposes for the maintenance, improvement and replacement of assets. MACO will have capital expenditure during Quarter 4, 2019 to 2023 for THB 50.51 million and 2024 to 2028 for THB 11.62 million.

Terminal Value

The IFA has prepared a financial forecast for 29.25 years ending on 31st December, 2028, and predicts MACO not to have business growth after the mentioned period. The Terminal Growth Rate is equal to 0 percent to be in accordance with Conservative basis resulting in cash flow after the forecast period equaling to 1,174.04 million THB.

Summary of financial forecast of MACO

According to the above assumptions regarding the forecast of income, expenses, assets, and liabilities, the financial forecast of MACO in the 4th quarter of 2019 - 2028 can be described below:

Forecast of income statements of MACO

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Income gained from sales and service provision	532.31	181.23	730.40	737.21	745.00	752.74	749.93	759.10	768.45	777.99	787.71
Other income ¹	43.23	3.85	15.53	15.67	15.84	16.00	15.94	16.14	16.34	16.54	16.75
Total income	575.54	185.09	745.92	752.88	760.84	768.74	765.88	775.24	784.78	794.52	804.46
Cost of service	336.02	118.34	477.60	482.86	488.89	493.82	480.07	487.16	494.39	501.76	509.28
Cost of sales	38.92	13.25	53.41	53.91	54.48	55.04	54.84	55.51	56.19	56.89	57.60
Administrative expenses	82.42	26.49	107.33	109.04	111.01	113.23	115.49	117.80	120.16	122.56	125.01
Total expenses	457.36	158.08	638.33	645.82	654.37	662.09	650.40	660.47	670.74	681.21	691.89
Depreciation	5.80	1.93	7.74	7.74	7.74	7.74	7.74	7.74	7.74	7.74	7.74

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Earnings before interest and tax	112.37	25.07	99.85	99.33	98.73	98.92	107.74	107.03	106.31	105.58	104.83
Financial costs	4.25	1.88	5.82	4.36	3.47	1.77	-	-	-	-	-
Income tax	21.63	4.64	18.81	18.99	19.05	19.43	21.55	21.41	21.26	21.12	20.97
Net profit	86.50	18.55	75.23	75.98	76.21	77.72	86.19	85.63	85.05	84.46	83.86

Remark: ¹For 9-month period 2019, other income includes interest income, dividend income, loss from exchange rate, and allowance for doubtful account and management expenses. The IFA estimates that MACO will not have such revenue and expense in the 4th quarter of 2019 and 2020 onwards. This is due to the nature of the items which are one-time or fluctuated with the external factors.

Forecast of financial position of MACO

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total assets	3,623.22	3,542.83	3,537.68	3,542.18	3,576.03	3,570.05	3,563.67	3,651.43	3,738.66	3,825.34	3,911.46
Total liabilities	658.69	559.76	479.38	407.90	365.54	281.84	189.28	191.41	193.59	195.81	198.07
Shareholders' equity	2,964.52	2,983.07	3,058.30	3,134.28	3,210.49	3,288.20	3,374.39	3,460.02	3,545.07	3,629.53	3,713.39

Discount rate

The discount rate used in calculating the net present value of cash flows is derived from the Weighted Average Cost of Capital ("WACC") based on MACO's capital structure. The IFA calculates WACC from the weighted average cost of debt (K_D) and the cost of equity (K_E) of MACO with the details of the discount rate forecast as follows:

$$WACC = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

Whereas:

	Description
K_E	Cost of equity or the return rates demanded by the shareholders (R_e)
K_D	Financial costs of financial liabilities with interest of MACO as of 30 th September, 2019, equals to 2.00 percent per annum
T	The corporate income tax rate is at 20.00 percent.
E	The shareholders' equity under MACO's internal financial statements as of 30 th September, 2019, equals to 2,964.52 million THB.
D	The financial liabilities with interest according to MACO's internal statement of financial position as of 30 th September, 2019, equals 520.32 million THB.

The cost of equity (K_E) or the return rates demanded by the shareholders (R_e) can be calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_E = R_F + \beta \times (R_M - R_F)$$

Whereas:

	Description
R_F	Based on the return rates of 10-year government bonds of Thailand, it is equal to 1.56 percent per year (data as of 31 st October, 2019). As the IFA considers that 10-year government bonds are long-term bonds with high trading liquidity, there are the liquidity risk and low reinvestment risk helping to reflect the return on investment in non-risk assets.
β	Regarding the Variance coefficient between the return of companies listed on the Stock Exchange of Thailand that have MACO-related businesses which are Plan B Media PCL, Aqua Corporation PCL, and VGI PCL, compared to the returns from the Stock Exchange of Thailand over the past 2 years from 31 st October, 2019 (Source: Capital IQ), the IFA considers that the selected data is from the period in which the amount and frequency of data suitable for statistical calculations. It can also reflect the risk of current business environment having Unlevered Beta equaling to 0.5151, and when adjusted by the financial structure of MACO, the Levered Beta of MACO is 0.5875.
R_M	The average return on investment in the Stock Exchange of Thailand for the past 10 years from 31 st October, 2009, to 31 st October, 2019, equals to 12.73 percent per year. This should be able to reflect the risk of the stock market in the long term.

Details of the assumptions be summarized as follows:

Details of the assumptions in the calculation of MACO

Assumptions	Amount (%)
Risk-Free Rate (R_f)	1.56
Rate of Return of the Stock Exchange of Thailand (R_m)	12.73
Market Risk Indicator of MACO (Levered Beta)	0.5875
Cost of Equity (K_e)	8.12
Cost of Debt (K_d)	2.00
Proportion of liabilities to total assets at market value (W_d)	14.93
Proportion of shareholders' equity to total assets at market value (W_e)	85.07
WACC	7.15

According to the above assumptions, the calculation of Weighted Average Cost of Capital (WACC) is equal to 7.15 percent, which will be used as a discount rate in calculating the net cash flows expected to receive in the future of MACO.

The IFA can summarize the free cash flow of MACO as follows:

Forecast of net cash flow of MACO

Unit: million THB	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Net profit from the operation after tax deduction	20.06	79.88	79.46	78.98	79.13	86.19	85.63	85.05	84.46	83.86
Non-cash items	1.93	7.74	7.74	7.74	7.74	7.74	7.74	7.74	7.74	7.74
Change of working capital	36.16	(0.13)	0.04	0.04	(0.27)	(3.50)	0.05	0.05	0.05	0.06
Capital expenditure	-	(0.00)	(10.69)	(39.82)	-	-	(3.47)	(4.41)	(0.02)	(3.73)
Net cash flow	58.15	87.48	76.55	46.95	86.60	90.43	89.95	88.43	92.24	87.93
Cash flow after the forecast period										1,174.04
Present value of cash flows	57.15	80.25	65.54	37.51	64.58	62.93	58.42	53.61	52.18	666.36

Summary of MACO's fair value

Descriptions	Amount (million THB)
Present value of free cash flow of the business	1,198.54
Plus: Cash and cash equivalents and short-term loans as of 30 th September, 2019	1,680.16
Less: Current liabilities with interest as of 30 th September, 2019	520.32
Plus: Value of assets not related to operations	144.73
Fair value of shareholders' equity of MACO	2,503.12

Based on the cash flow forecast derived from the above assumptions using the Weighted Average Cost of Capital (WACC), the present value of cash flows can be calculated at 1,198.54 million THB, plus cash and cash equivalents and short-term loans as of 30th September, 2019, in the amount of 1,680.16 million THB and deducted by the latest interest-bearing liabilities as of 30th September, 2019, in the amount of 520.32 million THB and plus the non-operating assets value of 144.73 million THB, according to the asset appraisal report of TA Management Corporation Limited for empty land in Phetchaburi Province and Pathum Thani Province dated 30th October, 2019, and 31st October, 2019, respectively. This results in the fair value of shareholders' equity of MACO equaling to 2,503.12 million THB.

The asset appraiser valued the lands at Petchaburi and Phatumthani provinces with the area of 10,751 Sq.wa. and 6,782 Sq.wa. respectively by using the market comparison approach. However, the market information contains the variables which are different from the assets of MACO, the asset appraiser therefore applied Weighted Quality Score (WQS) for location, shape, size and environment of the land. As a result, the appraisal value for the land are THB 4,000.000 per Sq.wa. and THB 15,000.00 Sq.wa. respectively or THB 43.00 million and THB 101.73 million respectively. The IFA thus used such values for the value of assets not related to operations for THB 144.73 million, as the lands are not utilized and reflected into the future free cash flow of the firm. Therefore, such assets value is included to reflect the true value of MACO.

Master and More Co., Ltd. (MM)

The value appraisal of MM in this time has some limitations in the preparation of financial forecast of MM. The IFA is necessary to refer to the data from MM's budget plan prepared by the MACO executives together with considering MACO's internal financial statements for the 3rd quarter of 2019 ending on 30th September, 2019, including the information from the interview of the MACO's executives mainly.

Key assumptions on MM's financial forecast can be summarized as follows:

1. Revenue

Income from billboard rental service

The income which MM gained from billboard rental can be currently classified into 2 groups; Income from billboard rental of BTS Flyover and billboard rental of BTS Column. For the future project, MM expects to receive the right in leasing the advertising space rental for the under construction BTS project of BTS Group Holdings PCL. The income gained from billboard rental service for the current projects and the future projects could be detailed below:

- Current projects as on 31st September, 2019
 - Income from billboard rental - BTS Flyover
 - Income from billboard rental - BTS Column (gained nowadays)
- Future projects
 - Income from billboard rental – BTS Baring
 - Income from billboard rental – BTS green line extension (Mo Chit – Ku Kot)
 - Income from billboard rental – BTS gold line (Thonburi – Khlong San)
 - Income from billboard rental – BTS yellow line and BTS pink line

The income forecast from billboard rental received by MM from current projects consists of various estimates such as the number of billboards, average billboard rental rates, and the ability to create income. The estimates of the number of billboards are based on the number of remaining billboards as on 23rd September, 2019, and the average rental rate is based on the average rental rate of the billboards from 1st January, 2018, to 30th June, 2019. The ability in generating the income depends on important factors such as number of billboards, billboard size, location etc.

For the ability to generate income for the BTS Flyover billboards, MACO's executives expect no price increases due to the relatively low popularity of these billboards. For the ability to generate income of the billboard of BTS Column type, the IFA refers to MACO's management estimates for the year 2020. As in 2019, MM has renovated the billboards from ordinary billboards to LED billboards resulting in a significant increase in the income of BTS column type advertisements. However, the forecast for future inflation is used to increase the ability to generate income for billboards from BTS Column from 2021 onwards.

The period to generate income of Billboards of BTS Flyover and billboards of BTS Column will end in 2023 and 2029, respectively, based on the interviews with MACO's executives and advertising space rental contract.

Summary of advertising billboards - current projects

Items	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
BTS Flyover billboards										
- Number (billboards)	306	306	306	306	306					
- Average rental rate (%)	15.81	15.81	15.81	15.81	15.81					
- Ability in generating the income (million THB)	118.45	118.45	118.45	118.45	118.45					
BTS Column billboards										
- Number (billboards)	220	220	220	220	220	220	220	220	220	220
- Average rental rate (%)	57.65	57.65	57.65	57.65	57.65	57.65	57.65	57.65	57.65	57.65
- Ability in generating the income (million THB)	513.36	609.95	619.71	630.86	643.48	656.35	669.48	682.87	696.52	710.45

The income forecast from billboard rental which MM received from future projects is based on the estimated income and expenses from MACO's executives by comparing the key assumptions such as average rental rate and the ability to make money as assessed by MACO management in the framework of the performance of BTS Column billboards in the past.

Summary of advertising billboards - future projects

Items	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Billboards - BTS Baring										
- Number (billboards)		92	92	92	92	92	92	92	92	92
- Average rental rate (%)		40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00
- Ability in generating the income (million THB)		189.18	200.43	210.45	220.97	225.39	229.90	234.50	239.19	243.97
Billboards - BTS green line extension (Mo Chit – Ku Kot)										
- Number (billboards)			54	54	54	54	54	54	54	54
- Average rental rate (%)			40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00
- Ability in generating the income (million THB)			90.00	180.00	189.00	192.78	196.64	200.57	204.58	208.67
Billboards - BTS gold line (Thonburi – Khlong San)										
- Number (billboards)			54	54	54	54	54	54	54	54
			40.00	40.00	40.00	40.00	40.00	40.00	40.00	40.00

Items	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
- Average rental rate (%)										
- Ability in generating the income (million THB)			32.40	64.80	68.04	69.40	70.79	72.20	73.65	75.12
Billboards – BTS yellow line and BTS pink line										
- Number (billboards)				190	190	190	190	190	190	190
- Average rental rate (%)				40.00	40.00	40.00	40.00	40.00	40.00	40.00
- Ability in generating the income (million THB)				45.60	91.20	93.02	94.88	96.78	98.72	100.69

Income from other services

Consisting of income gained from making billboards and various operating expenses accounted for 1.55% of the income gained from billboard rent referring to the proportion of income from other services to the income from billboard rental from MACO's internal income statements for the first 9 months of 2019. Such assumptions are used throughout the forecast period.

Other income

Consisting of administrative fee income and other income which is calculated as 1.92% of the income gained from billboard rental referring to the proportion of other income to the income gained from billboard rental from MACO's internal income statements for the first 9 months of 2019. Such assumptions are used throughout the forecast period.

From the above assumptions about income forecasts, the income forecast can be summarized as below:

MM's income estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Income gained from billboard rental service	146.56	48.85	446.02	505.11	610.11	672.08	666.42	679.75	693.34	707.21	721.35
Income gained from other services	2.27	0.76	6.92	7.84	9.47	10.43	10.34	10.55	10.76	10.97	11.19
Other income	2.81	0.94	8.55	9.68	11.69	12.88	12.77	13.03	13.29	13.55	13.83
Total income	151.64	50.55	461.49	522.62	631.27	695.39	689.53	703.32	717.39	731.74	746.37

2. Cost of service

The cost of service is divided into 3 parts; fixed cost of service, variable cost of service, and depreciation. The details of each cost of service are as follows:

- The fixed cost of service consists of cost of salary and cost of overtime wages which is based on the fixed cost of service from MACO's internal income statements for the first 9 months of 2019. It is set to increase according to the inflation rate referred from the IMF as shown in Attachment 8.25.
- The variable costs of service such as the land rental cost, billboard making cost, and insurance premiums are considered part of the variable costs of service because MM has the future projects resulting in the increasing expenses. The variable costs of service is referred from the proportion of variable costs of service to the income from MACO's internal income statements for the first 9 months of 2019 calculated as 1.92% of the income gained from services.

MM's costs estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Fixed service costs	4.68	1.56	6.32	6.42	6.53	6.66	6.80	6.93	7.07	7.21	7.36
Service variable costs	31.22	10.41	95.02	107.61	129.98	143.18	141.98	144.82	147.71	150.67	153.68
Total costs	35.90	11.97	101.34	114.03	136.51	149.85	148.77	151.75	154.78	157.88	161.04

3. Selling expenses

Consisting of promotional and advertising expenses, employee's commissions, salaries, bonuses for salespeople, entertainment costs, etc. based on the proportion of sales expenses to total income from MACO's internal income statements for the first 9 months of 2019 calculated as 14.90% of total income.

4. Administrative expenses

Consisting of salaries, common service fees, consulting fees, vehicle expenses, and office rents, etc., based on administrative expenses from MACO's internal income statements for the first 9 months of 2019 which is set to increase following the inflation rate referred from the IMF as shown in Attachment 8.25.

5. Depreciation

The IFA estimates the depreciation to be consistent with the accounting policy of M&M with the straight-line depreciation based on an average useful life of 3.00-9.00 years.

MM's expenses estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Selling expenses	22.59	7.53	68.74	77.85	94.03	103.58	102.71	104.77	106.86	109.00	111.18
Administrative expenses	52.65	17.55	71.11	72.25	73.55	75.02	76.52	78.05	79.62	81.21	82.83
Depreciation	27.97	11.15	72.97	105.69	145.22	168.32	193.32	218.21	243.20	266.07	256.32
Total expenses	103.21	36.23	212.82	255.79	312.81	346.93	372.55	401.03	429.68	456.28	450.33

6. Finance cost

Interest expenses according to current loans with the forecast of loans and interests following the loan contract have the average interest rate of approximately 2.15 percent per year based on the loan from MACO and require no future borrowing after the loan is fully repaid.

7. Corporate income tax

The tax rate of 20.00 percent of the net profit before tax throughout the forecast period is consistent with the current corporate income tax rate of Thailand.

8. Assets

8.1. Net working capital

Summary of MM's working capital

Items	Assumptions
Assets	
- Account receivables	Days sales outstanding is 161 days
Liabilities	
- Account payables	Days payable outstanding is 255 days

The IFA is based on the average of the past 2 years and 9 months ratios calculated from the MM's audited financial statements for the years ending on 31st December 2017 and 2018 and the internal financial statements of MACO for the 3rd quarter of the year ending on 30th September, 2019, throughout the forecast period.

8.2. Capital expenditure

The assumptions related to future investment expenses are based on the estimates of MACO's executives which will invest in fixed assets. The details are as per the assumptions. MM's future investment expenses for the period of 1st October, 2019, to 31st December, 2022. It requires an investment of 200 million THB per year for the year 2023 onwards for the maintenance and improvement of fixed assets.

Summary of assumptions and expenses in the future investment of MM

Unit: million THB	Q4/2562E	2563F	2564F	2565F
Billboards - BTS Baring	68.00	132.00	-	-
Billboards - BTS green line extension (Mo Chit – Ku Kot)	-	-	264.00	-
Billboards – BTS gold line (Thonburi – Khlong San)	-	95.04	-	-
Billboards – BTS yellow line and BTS pink line	-	-	-	334.40
Total	68.00	227.04	264.00	334.40

Terminal Value

The IFA has prepared a financial forecast for 29.25 years ending on 31st December, 2028, or covers the most duration of concession in the future. The cash flow is defined to be fixed from 2028 to 2048 and the terminal value is defined not to exist in accordance with the Conservative basis.

Summary of financial forecast of MM

According to the above assumptions regarding the forecast of income, expenses, assets, and liabilities, the financial forecast of MM in the 4th quarter of 2019 - 2028 can be described below:

Forecast of income statements of MM

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Income gained from sales and service provision	148.83	49.61	452.94	512.94	619.57	682.51	676.76	690.29	704.10	718.18	732.54
Other income ¹	3.09	0.94	8.55	9.68	11.69	12.88	12.77	13.03	13.29	13.55	13.83
Total income	151.92	50.55	461.49	522.62	631.27	695.39	689.53	703.32	717.39	731.74	746.37
Cost of service	35.90	11.97	101.34	114.03	136.51	149.85	148.77	151.75	154.78	157.88	161.04
Cost of sales	22.59	7.53	68.74	77.85	94.03	103.58	102.71	104.77	106.86	109.00	111.18
Administrative expenses ¹	52.39	17.55	71.11	72.25	73.55	75.02	76.52	78.05	79.62	81.21	82.83
Total expenses	110.88	37.05	241.20	264.13	304.10	328.46	328.01	334.57	341.26	348.09	355.05
Depreciation	27.97	11.15	72.97	105.69	145.22	168.32	193.32	218.21	243.20	266.07	256.32
Earnings before interest and tax	13.07	2.35	147.33	152.81	181.95	198.62	168.20	150.55	132.93	117.58	135.00
Financial costs	3.32	1.61	8.53	9.41	10.67	8.17	5.13	1.93	-	-	-
Income tax	2.18	0.15	27.76	28.68	34.25	38.09	32.61	29.72	26.59	23.52	27.00
Net profit	7.57	0.60	111.04	114.72	137.02	152.36	130.46	118.89	106.34	94.06	108.00

Remark: ¹For 9-month period 2019, other income includes interest income, dividend income, loss from exchange rate, and allowance for doubtful account and management expenses. The IFA estimates that MACO will not have such revenue and expense in the 4th quarter of 2019 and 2020 onwards. This is due to the nature of the items which are one-time or fluctuated with the external factors.

²Earnings before interest and tax in 2024 decreases due to the end of contract term to use advertising space at BTS Flyover in 2023 and the increase in depreciation expense from the maintenance costs for the existing projects.

Forecast of financial position of MM

Unit: million THB	9M/2562	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total assets	603.94	671.59	938.67	1,123.46	1,359.69	1,419.14	1,423.28	1,411.05	1,445.15	1,555.63	1,659.76
Total liabilities	366.74	433.79	589.84	659.91	759.12	666.21	539.89	408.77	336.52	352.94	349.07
Shareholders' equity	237.20	237.80	348.83	463.55	600.57	752.94	883.39	1,002.28	1,108.63	1,202.69	1,310.69

Discount rate

The discount rate used in calculating the net present value of cash flows is derived from the Weighted Average Cost of Capital ("WACC") based on MM's capital structure. The IFA calculates WACC from the weighted average cost of debt (K_D) and the cost of equity (K_E) of MM with the details of the discount rate forecast as follows:

$$WACC = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

Whereas:

	Description
K_E	Cost of equity or the return rates demanded by the shareholders (R_e)
K_D	Financial costs of financial liabilities with interest of MM as of 30 th September, 2019, equals to 2.15 percent.
T	The corporate income tax rate is at 20.00 percent.
E	The shareholders' equity under MM's internal financial statements as of 30 th September, 2019, equals to 237.20 million THB.
D	The financial liabilities with interest according to MM's internal statement of financial position as of 30 th September, 2019, equals 280.00 million THB.

The cost of equity (K_E) or the return rates demanded by the shareholders (R_e) can be calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_E = R_F + \beta \times (R_M - R_F)$$

Whereas:

	Description
R_F	Based on the return rates of 10-year government bonds of Thailand, it is equal to 1.56 percent per year (data as of 31 st October, 2019). As the IFA considers that 10-year government bonds are long-term bonds with high trading liquidity, there are the liquidity risk and low reinvestment risk helping to reflect the return on investment in non-risk assets.
β	Regarding the Variance coefficient between the return of companies listed on the Stock Exchange of Thailand that have MM-related businesses which are Plan B Media PCL, Aqua Corporation PCL, and VGI PCL, compared to the returns from the Stock Exchange of Thailand over the past 2 years from 31 st October, 2019 (Source: Capital IQ), the IFA considers that the selected data is from the period in which the amount and frequency of data suitable for statistical calculations. It can also reflect the risk of current business environment having Unlevered Beta equaling to 0.5151, and when adjusted by the financial structure of MM, the Levered Beta of MACO is 1.0016.
R_M	The average return on investment in the Stock Exchange of Thailand for the past 10 years from 31 st October, 2009, to 31 st October, 2019, equals to 12.73 percent per year. This should be able to reflect the risk of the stock market in the long term.

Details of the assumptions be summarized as follows:

Details of the assumptions in the calculation of MM

Assumptions	Amount (%)
Risk-Free Rate (R_f)	1.56
Rate of Return of the Stock Exchange of Thailand (R_m)	12.73
Market Risk Indicator of MM (Levered Beta)	1.0016

Assumptions	Amount (%)
Cost of Equity (Ke)	12.75
Cost of Debt (Kd)	2.15
Proportion of liabilities to total assets at market value (W_d)	54.14
Proportion of shareholders' equity to total assets at market value (W_e)	45.86
WACC	6.78

According to the above assumptions, the calculation of Weighted Average Cost of Capital (WACC) is equal to 6.78 percent, which will be used as a discount rate in calculating the net cash flows expected to receive in the future of MM.

The IFA can summarize the free cash flow of MM as follows:

Forecast of net cash flow of MM

Unit: million THB	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Net profit from the operation after tax deduction	1.88	117.86	122.25	145.56	158.90	134.56	120.44	106.34	94.06	108.00
Non-cash items	11.15	72.97	105.69	145.22	168.32	193.32	218.21	243.20	266.07	256.32
Change of working capital	39.93	(57.42)	2.79	(6.69)	(4.05)	17.37	11.62	11.61	10.21	(10.21)
Capital expenditure	(68.00)	(227.04)	(264.00)	(334.40)	(200.00)	(200.00)	(200.00)	(200.00)	(200.00)	(200.00)
Net cash flow	(15.04)	(93.63)	(33.27)	(50.31)	123.16	145.25	150.26	161.15	170.34	154.11
Cash flow after the forecast period										
Present value of cash flows	(14.80)	(86.27)	(28.71)	(40.65)	93.21	102.94	99.74	100.17	99.17	84.03

Summary of MM's fair value

Descriptions	Amount (million THB)
Present value of free cash flow of the business	1,314.64
Plus: Cash and cash equivalents and short-term loans as of 30 th September, 2019	30.53
Less: Current liabilities with interest as of 30 th September, 2019	280.00
Fair value of shareholders' equity of MM	1,065.16

Based on the cash flow forecast derived from the above assumptions using the Weighted Average Cost of Capital (WACC), the present value of cash flows can be calculated at 1,314.64 million THB, plus cash and cash equivalents and short-term loans as of 30th September, 2019, in the amount of 30.53 million THB and deducted by the latest interest-bearing liabilities as of 30th September, 2019, in the amount of 280.00 million THB. This results in the fair value of shareholders' equity of MM equaling to 1,065.16 million THB.

Open Play Co., Ltd. (OPP)

The value appraisal of OPP in this time has some limitations in the preparation of financial forecast of OPP. The IFA is necessary to refer to the data from OPP's budget plan prepared by the MACO executives together with considering MACO's internal financial statements for the 3rd quarter of 2019 ending on 30th September, 2019, including the information from the interview of the MACO's executives mainly.

Key assumptions on OPP's financial forecast can be summarized as follows:

1. Revenue

Income from billboard rental service

The income gained from billboard rental through the advertising contract between OPP and MACO which OPP providing the rental service of advertising space to MACO as Poster in the petrol station under the PTT trademark. This contract is in the term of 1 year. The period is from 1st January, 2019, to 31st December, 2019, and the contract will be renewed at the due term. However, this contract will not be renewed after November, 2023, at the expiration date on which Open Play Co., Ltd. signed with PTT Retail Business Management Co., Ltd. The MACO's executives expect not to renew such contract.

The income forecast from billboard rental that OPP received under the advertising service agreement between OPP and MACO stated that MACO should pay service fee at the rate of 7,000 THB per month per installation point. The above service rates are used for the income forecast from 1st October, 2019, to 30th November, 2023, without increasing service fees in accordance with the policy of MACO's executives.

OPP's income estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F
Income gained from billboard rental	16.13	5.38	21.50	21.50	21.50	19.71
Total income	16.13	5.38	21.50	21.50	21.50	19.71

2. Cost of service

The cost of service is divided into 3 parts; cost of advertising space rental paid by OPP to PTT Retail Business Management Co., Ltd. following the advertising space rental contract for advertising installation, and depreciation. The details of each cost of service are as follows:

- The cost of advertising space rental paid by OPP to PTT Retail Business Management Co., Ltd. following the advertising space rental contract for advertising installation is based on the said amount from the data obtained received from the MACO's executives. However, MACO cannot provide the contract to use the advertising space

for installing the complete advertisement which specifies the amount that OPP has to pay to PTT Retail Business Management Co., Ltd.

- The variable service costs such as electricity cost, label tax, cleaning fees, billboard costs, etc. are considered parts of the variable costs referred to the ratio of variable cost of service to income from the MACO's internal income statements for the first 9 months of 2019 which is calculated as 20.79% of the income.

OPP's costs estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F
Cost of advertising space rental	7.26	2.42	9.72	10.16	10.16	9.31
Variable service costs	3.35	1.12	4.47	4.47	4.47	4.10
Total costs	10.61	3.54	14.19	14.63	14.63	13.41

3. Administrative expenses

Consisting of audit preparation and other fees, etc., based on administrative expenses from MACO's internal income statements for the first 9 months of 2019 which is set to increase following the inflation rate referred from the IMF as shown in Attachment 8.25.

4. Depreciation

The IFA estimates the depreciation to be consistent with the accounting policy of OPP with the straight-line depreciation based on an average useful life of 9.00 years.

OPP's expenses estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F
Administrative expenses	0.23	0.08	0.31	0.32	0.32	0.33
Depreciation	2.78	0.93	3.70	3.70	3.70	3.70
Total expenses	3.01	1.00	4.01	4.02	4.02	4.03

5. Finance cost

The interest expenses according to current loans with the forecast of loans and interests following the loan contract have the average interest rate of approximately 2.15 percent per year based on the loan from MACO and require no future borrowing after the loan is fully repaid.

6. Corporate income tax

The tax rate of 20.00 percent of the net profit before tax throughout the forecast period is consistent with the current corporate income tax rate of Thailand.

7. Assets

7.1. Net working capital

Summary of OPP's working capital

Items	Assumptions
Assets	
- Account receivables	Days sales outstanding is 5 days
Liabilities	
- Account payables	Days payable outstanding is 43 days

The IFA is based on the average of the past 2 years and 9 months ratios calculated from the OPP's audited financial statements for the years ending on 31st December 2017 and 2018 and the internal financial statements of MACO for the 3rd quarter of the year ending on 30th September, 2019, throughout the forecast period.

7.2. Capital expenditure

The IFA determines that there is no future investment cost in accordance with the policy of the MACO's executives as the MACO's executives do not have plans to expand the business of OPP in the future. Besides, the operation of OPP will expire at the end of the contract period for the use of advertising space to install the advertisement that OPP has signed with PTT Retail Management Company Limited.

Terminal Value

The IFA has prepared a financial forecast for 4.41 years ending on 30th November, 2023, covering the term of contract for the use of advertising space to install the advertisement that OPP has signed with PTT Retail Management Company Limited requiring not to have Terminal Value after 2023 in accordance with the Conservative basis.

Summary of financial forecast of OPP

According to the above assumptions regarding the forecast of income, expenses, assets, and liabilities, the financial forecast of OPP in the 4th quarter of 2019 - 2028 can be described below:

Forecast of income statements of OPP

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F
Income gained from sales and service provision	16.13	5.38	21.50	21.50	21.50	19.71
Total income	16.13	5.38	21.50	21.50	21.50	19.71
Cost of service	10.61	3.54	14.19	14.63	14.63	13.41
Administrative expenses	0.23	0.08	0.31	0.40	0.72	1.14
Total expenses	10.84	3.61	14.50	15.03	15.35	14.55
Depreciation	2.78	0.93	3.70	3.70	3.70	3.70
Earnings before interest and tax	2.51	0.84	3.30	2.78	2.45	1.46
Financial costs	0.25	0.04	-	-	-	-
Income tax	0.00	0.16	0.66	0.56	0.49	0.29

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F
Net profit	2.26	0.64	2.64	2.22	1.96	1.17

Forecast of financial position of OPP

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F
Total assets	21.09	21.09	21.98	24.25	26.21	27.23
Total liabilities	17.65	17.65	15.89	15.94	15.94	15.79
Shareholders' equity	3.45	3.45	6.09	8.31	10.27	11.44

Discount rate

The discount rate used in calculating the net present value of cash flows is derived from the Weighted Average Cost of Capital ("WACC") based on OPP's capital structure. The IFA calculates WACC from the weighted average cost of debt (K_D) and the cost of equity (K_E) of OPP with the details of the discount rate forecast as follows:

$$\text{WACC} = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

Whereas:

	Description
K_E	Cost of equity or the return rates demanded by the shareholders (R_e)
K_D	Financial costs of financial liabilities with interest of OPP as of 30 th September, 2019, equals to 2.15 percent per annum
T	The corporate income tax rate is at 20.00 percent.
E	The shareholders' equity under OPP's internal financial statements as of 30 th September, 2019, equals to 2.81 million THB.
D	The financial liabilities with interest according to OPP's internal statement of financial position as of 30 th September, 2019, equals 3.52 million THB.

The cost of equity (K_E) or the return rates demanded by the shareholders (R_e) can be calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_E = R_F + \beta \times (R_M - R_F)$$

Whereas:

	Description
R_F	Based on the return rates of 10-year government bonds of Thailand, it is equal to 1.56 percent per year (data as of 31 st October, 2019). As the IFA considers that 10-year government bonds are long-term bonds with high trading liquidity, there are the liquidity risk and low reinvestment risk helping to reflect the return on investment in non-risk assets.
β	Regarding the Variance coefficient between the return of companies listed on the Stock Exchange of Thailand that have OPP-related businesses which are Plan B Media PCL, Aqua Corporation PCL, and VGI PCL compared to the returns from the Stock Exchange of Thailand over the past 2 years from 31 st October, 2019 (Source: Capital IQ), the IFA considers that the selected data is from the period in which the amount and frequency of data suitable for statistical calculations. It can also reflect the risk of current business environment having Unlevered Beta equaling to 0.5151, and when adjusted by the financial structure of OPP, the Levered Beta of OPP is 1.0317.
R_M	The average return on investment in the Stock Exchange of Thailand for the past 10 years from 31 st October, 2009, to 31 st October, 2019, equals to 12.73 percent per year. This should be able to reflect the risk of the stock market in the long term.

Details of the assumptions be summarized as follows:

Details of the assumptions in the calculation of OPP

Assumptions	Amount (%)
Risk-Free Rate (Rf)	1.56
Rate of Return of the Stock Exchange of Thailand (Rm)	12.73
Market Risk Indicator of OPP (Levered Beta)	1.0317
Cost of Equity (Ke)	13.08
Cost of Debt (Kd)	2.15
Proportion of liabilities to total assets at market value (W_d)	55.62
Proportion of shareholders' equity to total assets at market value (W_e)	44.38
WACC	6.76

According to the above assumptions, the calculation of Weighted Average Cost of Capital (WACC) is equal to 6.76 percent, which will be used as a discount rate in calculating the net cash flows expected to receive in the future of OPP.

The IFA can summarize the free cash flow of OPP as follows:

Forecast of net cash flow of OPP

Unit: million THB	Q4/2562E	2563F	2564F	2565F	2566F
Net profit from the operation after tax deduction	0.67	2.64	2.28	2.28	1.82
Non-cash items	0.93	3.70	3.70	3.70	3.70
Change of working capital	(0.08)	0.02	0.05	-	(0.12)
Capital expenditure	-	-	-	-	-
Net cash flow	1.51	6.36	6.04	5.98	5.40
Cash flow after the forecast period					
Present value of cash flows	0.67	2.64	2.28	2.28	1.82

Summary of OPP's fair value

Descriptions	Amount (million THB)
Present value of free cash flow of the business	21.50
Plus: Cash and cash equivalents as of 30 th September, 2019	1.03
Less: Current liabilities with interest as of 30 th September, 2019	3.52
Fair value of shareholders' equity of OPP	19.01

Based on the cash flow forecast derived from the above assumptions using the Weighted Average Cost of Capital (WACC), the present value of cash flows can be calculated at 21.50 million THB, plus cash and cash equivalents and short-term loans as of 30th September, 2019, in the amount of 1.03 million THB and deducted by the latest interest-bearing liabilities as of 30th September, 2019, in the amount of 3.52 million THB. This results in the fair value of shareholders' equity of OPP equaling to 19.01 million THB.

Landy Development Co., Ltd. (LAND)

The valuation of equity under this method is the adjustment of the book value of LAND according to MACO's internal financial statement for 3rd quarter ending on 30th September, 2019, to be adjusted with various items in order to reflect the true financial status that is closer to the present or the true value more. MACO has arranged the valuation of land and office building assets of LAND. The independent asset appraiser is T.A. Management Corporation (1999). The appraised value can be summarized for 255.43 million THB from the valuation date as of 29th October, 2019.

The asset appraiser valued the land and building at Juttujak, Bangkok for total of THB 255.43 million which consists of 1) Land value and 2) Office building value as follows:

- 1) Land composes of 389.5 Sq.wa in size. The appraiser applied the market comparison approach with Weighted Quality Score (WQS) to adjust for the location, shape, size, and environment of the land. As a result, the land value is equivalent to THB 280,000 per Sq.wa. or THB 109.06 million.
- 2) Office building composes of 9,368.99 Sq.m. in size. The appraiser applied the depreciated replacement cost approach with the new replacement value for each usable area such as internal building, parking, lift, stair, rest room, and balcony. As a result, the office building value range is between THB 5,000 per Sq.m. and THB 20,000 per Sq.m. with the depreciation schedule of 10% of new replacement value or THB 146.37 million.

Assets used in the operation of LAND

Million THB	Book value	Appraised value
Land and office buildings	59.29	255.43
Improved items Value of land and office buildings		196.14

Therefore, the summary of the improvement can be summarized as detailed below.

Valuation of equity following the adjusted book value of LAND

Descriptions	Amount (million THB)
Book value as on 30 th September, 2019	91.28
Plus: Surplus of value of land and office buildings	196.14
Book value after the improvement	287.42

From the valuation of equity using the adjusted book value method, the equity value of LAND equals to THB 287.42 million.

Inkjet Images (Thailand) Co, Ltd. (Inkjet)

The value appraisal of Inkjet in this time has some limitations in the preparation of financial forecast of Inkjet. The IFA is necessary to refer to the data from Inkjet's budget plan prepared by the MACO executives together with considering MACO's internal financial statements for the 3rd quarter of 2019 ending on 30th September, 2019, including the information from the interview of the MACO's executives mainly.

Key assumptions on Inkjet's financial forecast can be summarized as follows:

1. Revenue

Income from service provision

It consists of income from the production of advertising images using the inkjet computer system which is Inkjet's only main income. The IFA forecasts the income from service provision in the 4th quarter of 2019 by referring to MACO's internal income statements for the first 9 months of 2019 to forecast from 2020 onwards. The revenue growth rate was equal to the inflation rate Year 2020F according to the IMF as presented in Attachment 8.25 on the Conservative basis.

Other income

Other income accounts for 0.15 percent of the income from service provision and it will be constant throughout the forecast period.

Inkjet's income estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Income from the production of advertising images	26.25	8.75	35.46	36.03	36.68	37.41	38.16	38.92	39.70	40.49	41.30
Other income	0.12	0.01	0.05	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06
Total income	26.37	8.76	35.51	36.09	36.74	37.47	38.22	38.98	39.76	40.55	41.36

2. Cost of service

The cost of service is divided into 2 parts; fixed cost of service and variable cost of service. The details of each cost of service are as follows:

- The variable service costs consist of the costs of producing advertising images only based on the ratio of advertising image production costs to advertising income from the first 9 months of 2019 which is equal to approximately 39.55 percent of advertising image production income.
- The fixed service costs consist of salary cost, overtime costs, and rental costs that the IFA estimates the cost of services to be stable in the 4th quarter of 2019 by referring to MACO's internal income statements for

the first 9 months of 2019. It is forecasted that from 2020 onwards, the growth rate of cost of sales and service will be equal to the inflation rate in Thailand referred from IMF as shown in Attachment 8.25.

Inkjet's costs estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Fixed cost of service	3.59	1.20	4.85	4.92	5.01	5.11	5.22	5.32	5.43	5.54	5.65
Variable cost of service	10.38	3.46	14.03	14.25	14.51	14.80	15.09	15.40	15.70	16.02	16.34
Total costs	13.97	4.66	18.87	19.18	19.52	19.91	20.31	20.72	21.13	21.55	21.98

3. Selling expenses

The IFA forecasts the selling expenses based on the proportion of sales expenses to the income from the production of advertising images from 2018 to the first 9 months of 2019 calculated as 0.11% of the income obtained from the production of advertising images. Most of selling expenses occur in 4th quarter, therefore, the IFA is of the opinion that such average can reflect the value of selling expenses better than the use of proportion in the first 9 months of 2019 solely equaling to approximately 0.03% of the income obtained from the production of advertising images.

4. Administrative expenses

Consisting of salaries, common service fees, consulting fees, vehicle expenses, and office rents, etc., based on administrative expenses from the internal income statements for the first 9 months of 2019 which is set to increase following the inflation rate referred from the IMF as shown in Attachment 8.25.

5. Depreciation

The IFA estimates the depreciation to be consistent with the accounting policy of Inkjet with the straight-line depreciation based on an average useful life of 5-20 years.

Inkjet's expenses estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Selling expenses	0.01	0.01	0.04	0.04	0.04	0.04	0.04	0.04	0.04	0.04	0.04
Administrative expenses	8.30	2.77	11.21	11.39	11.59	11.83	12.06	12.3	12.55	12.8	13.06
Depreciation	1.88	0.63	2.50	2.50	2.50	2.50	2.50	2.50	2.50	2.50	2.50
Total expenses	10.18	3.41	13.75	13.93	14.13	14.37	14.60	14.84	15.09	15.34	15.60

6. Finance cost

Inkjet currently has no interest-bearing debt and it is determined not to have future loans. MACO does not have any lending plan to Inkjet in the future.

7. Corporate income tax

The tax rate of 20.00 percent of the net profit before tax throughout the forecast period is consistent with the current corporate income tax rate of Thailand.

8. Assets

8.1 Net working capital

Summary of Inkjet's working capital

Items	Assumptions
Assets	
– Account receivables	Days sales outstanding is 122 days
Liabilities	
– Account payables	Days payable outstanding is 63 days

The IFA is based on the average of the past 2 years and 9 months ratios calculated from the Inkjet's audited financial statements for the years ending on 31st December 2017 and 2018 and the internal financial statements of MACO for the 3rd quarter of the year ending on 30th September, 2019, throughout the forecast period. The IFA is of the opinion that the period to consider the working capital is appropriate as it is the historical information which can properly reflect the business operation of Inkjet.

8.2 Capital expenditure

For the assumptions related to future investment expenses, the IFA has determined future investment expenses when the assets of each category are expired for accounting purposes for maintenance, improvement and replacement of assets. Inkjet will have capital expenditure during Quarter 4, 2019 to 2023 for THB 12.07 million and 2024 to 2028 for THB 12.07 million.

Terminal Value

The IFA has prepared a financial forecast for 9.25 years ending on 31st December, 2028. Inkjet is predicted to have no business growth after such forecast period. The Terminal Growth Rate equals to 0% in accordance with the Conservative basis resulting in the cash flow after the forecast period of 38.68 million THB.

Summary of Inkjet's financial forecast

According to the above assumptions regarding the forecast of income, expenses, assets, and liabilities, the financial forecast of Inkjet in the 4th quarter of 2019 - 2028 can be described below:

Forecast of income statements of Inkjet

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Income gained from sales and service provision	26.25	8.75	35.46	36.03	36.68	37.41	38.16	38.92	39.70	40.49	41.30

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Other income ¹	0.12	0.01	0.05	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06
Total income	26.37	8.76	35.51	36.09	36.74	37.47	38.22	38.98	39.76	40.55	41.36
Cost of sales and service	13.97	4.66	18.87	19.18	19.52	19.91	20.31	20.72	21.13	21.55	21.98
Selling expenses	0.01	0.01	0.04	0.04	0.04	0.04	0.04	0.04	0.04	0.04	0.04
Administrative expenses	8.30	2.77	11.21	11.39	11.59	11.83	12.06	12.30	12.55	12.80	13.06
Total expenses	22.28	7.44	30.12	30.61	31.15	31.78	32.41	33.06	33.72	34.39	35.08
Depreciation	1.88	0.63	2.50	2.50	2.50	2.50	2.50	2.50	2.50	2.50	2.50
Earnings before interest and tax	2.21	0.71	2.89	2.98	3.08	3.19	3.30	3.42	3.54	3.66	3.78
Financial costs	-	-	-	-	-	-	-	-	-	-	-
Income tax	0.51	0.14	0.58	0.60	0.62	0.64	0.66	0.68	0.71	0.73	0.76
Net profit (loss)	1.71	0.56	2.31	2.38	2.46	2.55	2.64	2.73	2.83	2.93	3.02

Remark: ¹The IFA estimated other income of Inkjet with no interest income from other companies and net project of selling assets due to the one-time event.

Forecast of financial position of Inkjet

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total assets	37.80	37.95	40.30	42.73	45.25	47.87	50.58	53.39	56.29	59.29	62.39
Total liabilities	9.18	8.76	8.79	8.85	8.91	8.97	9.04	9.11	9.18	9.26	9.33
Shareholders' equity	28.62	29.19	31.50	33.89	36.35	38.90	41.54	44.28	47.11	50.03	53.06

Discount rate

The discount rate used in calculating the net present value of cash flows is derived from the Weighted Average Cost of Capital ("WACC") based on Inkjet's capital structure. The IFA calculates WACC from the weighted average cost of debt (K_D) and the cost of equity (K_E) of Inkjet with the details of the discount rate forecast as follows:

$$WACC = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

Where:

	Details
K_E	Cost of equity or the return rates demanded by the shareholders (R_e)
K_D	Financial costs of financial liabilities with interest of Inkjet as of 30 th September, 2019, equals to 2.15 percent per annum
T	The corporate income tax rate is at 20.00 percent.
E	The shareholders' equity under Inkjet's internal financial statements as of 30 th September, 2019, equals to 28.62 million THB.
D	No interest-bearing financial liabilities according to Inkjet's internal financial statements as on 30 th September, 2019.

The cost of equity (K_E) or the return rates demanded by the shareholders (R_e) can be calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_E = R_F + \beta \times (R_M - R_F)$$

Where:

	Details
R_f	Based on the return rates of 10-year government bonds of Thailand, it is equal to 1.56 percent per year (data as of 31 st October, 2019). As the IFA considers that 10-year government bonds are long-term bonds with high trading liquidity, there are the liquidity risk and low reinvestment risk helping to reflect the return on investment in non-risk assets.
β	Regarding the Variance coefficient between the return of companies listed on the Stock Exchange of Thailand that have Inkjet-related businesses which are Plan B Media PCL, Aqua Corporation PCL, and VGI PCL compared to the returns from the Stock Exchange of Thailand over the past 2 years from 31 st October, 2019 (Source: Capital IQ), the IFA considers that the selected data is from the period in which the amount and frequency of data suitable for statistical calculations. It can also reflect the risk of current business environment having Unlevered Beta equaling to 0.5151, and when adjusted by the financial structure of Inkjet, the Levered Beta of Inkjet is 1.0317
R_M	The average return on investment in the Stock Exchange of Thailand for the past 10 years from 31 st October, 2009, to 31 st October, 2019, equals to 12.73 percent per year. This should be able to reflect the risk of the stock market in the long term.

Details of the variable and the assumptions in the calculation can be summarized as follows:

Details of the variables and the assumptions in the calculation

Assumptions	Amount (%)
Risk-Free Rate (R_f)	1.56
Rate of Return of the Stock Exchange of Thailand (R_M)	12.73
Market Risk Indicator of Inkjet (Levered Beta)	0.5151
Cost of Equity (K_e)	7.31
Cost of Debt (K_d)	2.15
Proportion of liabilities to total assets at market value (W_d)	-
Proportion of shareholders' equity to total assets at market value (W_e)	100.00
WACC	7.31

According to the above assumptions, the calculation of Weighted Average Cost of Capital (WACC) is equal to 7.31 percent, which will be used as a discount rate in calculating the net cash flows expected to receive in the future of Inkjet.

The IFA can summarize the free cash flow of Inkjet (FCFF) as follows:

Forecast of net cash flow of Inkjet

Unit: million THB	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Net profit from the operation after tax deduction	0.56	2.31	2.38	2.46	2.55	2.64	2.73	2.83	2.93	3.02
Non-cash items	0.63	2.50	2.50	2.50	2.50	2.50	2.50	2.50	2.50	2.50
Change of working capital	(2.71)	(0.09)	(0.14)	(0.16)	(0.18)	(0.18)	(0.18)	(0.19)	(0.19)	(0.20)
Capital expenditure	-	(0.34)	(2.04)	(7.20)	(2.49)	-	-	-	-	-
Net cash flow	(1.52)	4.38	2.71	(2.39)	2.38	4.96	5.05	5.14	5.24	5.33

Opinion of the Independent Financial Advisor on the Asset Acquisition, Issuance and Offering of the Newly Issued Ordinary Shares of the Company through a Private Placement which is a Connected Transaction and Entering into the Right to Sell Advertising Media Agreement which is a Connected Transaction.



Unit: million THB	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Cash flow after the forecast period										38.68
Present value of cash flows	(1.49)	4.01	2.31	(1.90)	1.76	3.43	3.25	3.08	2.92	22.91

Summary of Inkjet's fair value

Descriptions	Amount (million THB)
Present value of free cash flow of the business	40.29
Plus: Cash and cash equivalents and short-term loans as of 30th September, 2019	17.68
Less: Current liabilities with interest as of 30th September, 2019	-
Fair value of shareholders' equity of Inkjet	57.97

Based on the cash flow forecast derived from the above assumptions using the Weighted Average Cost of Capital (WACC), the present value of cash flows can be calculated at 40.29 million THB, plus cash and cash equivalents as of 30th September, 2019, in the amount of 17.68 million THB. This results in the fair value of shareholders' equity of Inkjet equaling to 57.97 million THB.

Green Ad Co., Ltd.

The value appraisal of Green Ad in this time has some limitations in the preparation of financial forecast of Green Ad. The IFA is necessary to refer to the data from Green Ad's budget plan prepared by the MACO executives together with considering MACO's internal financial statements for the 3rd quarter of 2019 ending on 30th September, 2019, including the information from the interview of the MACO's executives mainly.

Key assumptions on Green Ad's financial forecast can be summarized as follows:

1. Revenue

Income from service provision

Green Ad is operating as a Holding Company in which Green Ad currently invests in MTS and GSG for 100.00% and 60.00% of issued and paid-up capital, respectively. Green Ad is the provider of advertising media in form of Made-to-Order. The income from service consists of the income from made-to-order advertising media production mainly. The IFA forecasts the income from service provision in the 4th quarter of 2019 by referring to MACO's internal income statements for the first 9 months of 2019 to forecast from 2020. The forecast is used from 2020F onwards. Such income growth rate was equal to the inflation rate year of 2020F according to the IMF as presented in Attachment 8.25 on the Conservative basis.

From the above assumptions about income forecast, the income forecast can be summarized as follows.

Green Ad's income estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Income from service provision	1.41	0.47	1.90	1.93	1.97	2.01	2.05	2.09	2.13	2.17	2.22
Total income	1.41	0.47	1.90	1.93	1.97	2.01	2.05	2.09	2.13	2.17	2.22

2. Cost of service

Consists of the only variable cost of service including primary order cost mainly. The IFA estimates the variable cost by referring to the ratio of selling expenses to the income during the first 9 months of 2019 from 1st January, 2019, to 30th September, 2019, representing 47.03 percent of income from service provision.

Green Ad's costs estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Variable cost of service	0.66	0.22	0.89	0.91	0.93	0.94	0.96	0.98	1.00	1.02	1.04
Total costs	0.66	0.22	0.89	0.91	0.93	0.94	0.96	0.98	1.00	1.02	1.04

3. Administrative expenses

Consisting of consultation fee, audit preparation fee, etc. The IFA estimates the administrative expenses in the 4th quarter of 2019 by referring to the MACO's internal income statements for the first 9 months of 2019 which is set to increase following the inflation rate referred from the IMF as shown in Attachment 8.25 throughout the forecast period.

4. Depreciation

As in the Green Ad's financial statements, there is no buildings and equipment remaining in the financial statements from 2018 to the first 9 months of 2019 and whose main operation is in holding shares in other companies, the IFA has determined that Green Ad does not have any future investment expenses without depreciation throughout the forecast period.

Green Ad's expenses estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Administrative expenses	0.16	0.05	0.21	0.22	0.22	0.23	0.23	0.24	0.24	0.25	0.25
Total expenses	0.16	0.05	0.21	0.22	0.22	0.23	0.23	0.24	0.24	0.25	0.25

5. Finance cost

Currently, Green Ad has short-term loans from MACO in the amount of 69.80 million THB which has interest rate equal to 1.95 percent per year. The IFA determined that the short-term loans from MACO are stable throughout the forecast period as such loan will be repaid when called by MACO. According to the IFA's financial forecast, Green Ad will not have adequate free cash flow to repay the outstanding debt. However, the management of MAO does not have the policy for Green Ad to borrow more in the future.

6. Corporate income tax

The tax rate of 20.00 percent of the net profit before tax throughout the forecast period is consistent with the current corporate income tax rate of Thailand.

7. Assets

7.1 Net working capital

Summary of Green Ad's working capital

Items	Assumptions
Assets	
- Account receivables	Days sales outstanding is 57 days
- Inventory	Days of inventory outstanding is 23 days
Liabilities	
- Account payables	Days payable outstanding is 281 days

The IFA is based on the average from 2017 to the first 9 months of 2019 calculated from the Green Ad's audited financial statements for the years ending on 31st December 2018 and 2019 and the internal financial statements of MACO for the 3rd quarter of the year ending on 30th September, 2019, throughout the forecast period. The average repayment period has a high number of days due to past trade creditors. There is a significant proportion of the cost of sales of Green Ad. The IFA is of the opinion that the period to consider the working capital is appropriate as it is the historical information which can properly reflect the business operation of Green Ad.

7.2 Capital expenditure

The IFA determines Green Ad not to have the future capital expenditure throughout the forecast period.

Terminal Value

The IFA has prepared a financial forecast for 9.25 years ending on 31st December, 2028. Green Ad is predicted to have no business growth after such forecast period. The Terminal Growth Rate equals to 0% in accordance with the Conservative basis resulting in the cash flow after the forecast period of 10.32 million THB.

Summary of financial forecast of Green Ad

According to the above assumptions regarding the forecast of income, expenses, assets, and liabilities, the financial forecast of Green Ad in the 4th quarter of 2019 - 2028 can be described below:

Forecast of income statements Green Ad

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Income gained from sales and service provision	1.41	0.47	1.90	1.93	1.97	2.01	2.05	2.09	2.13	2.17	2.22
Other income ¹	13.20	-	-	-	-	-	-	-	-	-	-
Total income	14.61	0.47	1.90	1.93	1.97	2.01	2.05	2.09	2.13	2.17	2.22
Cost of sales and service	0.66	0.22	0.89	0.91	0.93	0.94	0.96	0.98	1.00	1.02	1.04
Selling expenses	-	-	-	-	-	-	-	-	-	-	-
Administrative expenses	0.16	0.05	0.21	0.22	0.22	0.23	0.23	0.24	0.24	0.25	0.25
Total expenses	0.82	0.27	1.10	1.13	1.15	1.17	1.19	1.22	1.24	1.27	1.29
Depreciation	-	-	-	-	-	-	-	-	-	-	-
Earnings before interest and tax	13.79	0.20	0.79	0.81	0.82	0.84	0.85	0.87	0.89	0.91	0.92
Financial costs	4.76	0.34	1.36	1.37	1.38	1.39	1.40	1.41	1.42	1.43	1.44
Income tax	-	-	-	-	-	-	-	-	-	-	-
Net profit (loss)	9.02	(0.14)	(0.57)	(0.56)	(0.56)	(0.55)	(0.55)	(0.54)	(0.54)	(0.53)	(0.52)

Remark: ¹The IFA is of the opinion that the period to consider the working capital is appropriate as it is the historical information which can properly reflect the business operation of Green Ad.

Forecast of financial position of Green Ad

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total assets	879.74	879.60	879.11	879.12	879.12	879.13	879.13	879.14	879.15	879.15	879.16
Total liabilities	75.85	75.86	75.93	76.50	77.06	77.62	78.17	78.72	79.26	79.79	80.31
Shareholders' equity	803.89	803.74	803.18	802.62	802.06	801.51	800.96	800.42	799.89	799.36	798.85

Discount rate

The discount rate used in calculating the net present value of cash flows is derived from the Weighted Average Cost of Capital ("WACC") based on Green Ad's capital structure. The IFA calculates WACC from the weighted average cost of debt (K_D) and the cost of equity (K_E) of Green Ad with the details of the discount rate forecast as follows:

$$WACC = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

Where:

	Details
K_E	Cost of equity or the return rates demanded by the shareholders (R_E)
K_D	Financial costs of financial liabilities with interest of Green Ad as of 30 th September, 2019, equals to 1.95 percent per year.
T	The corporate income tax rate is at 20.00 percent.
E	The shareholders' equity under Green Ad's internal financial statements as of 30 th September, 2019, equals to 803.89 million THB.
D	No interest-bearing financial liabilities according to Green Ad's internal financial statements as on 30 th September, 2019, equaling 69.80 million THB.

The cost of equity (K_E) or the return rates demanded by the shareholders (R_E) can be calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_E = R_F + \beta \times (R_M - R_F)$$

Where:

	Details
R_F	Based on the return rates of 10-year government bonds of Thailand, it is equal to 1.56 percent per year (data as of 31 st October, 2019). As the IFA considers that 10-year government bonds are long-term bonds with high trading liquidity, there are the liquidity risk and low reinvestment risk helping to reflect the return on investment in non-risk assets.
β	Regarding the Variance coefficient between the return of companies listed on the Stock Exchange of Thailand that have Green Ad-related businesses which are Plan B Media PCL, Aqua Corporation PCL, and VGI PCL compared to the returns from the Stock Exchange of Thailand over the past 2 years from 31 st October, 2019 (Source: Capital IQ), the IFA considers that the selected data is from the period in which the amount and frequency of data suitable for statistical calculations. It can also reflect the risk of current business environment having Unlevered Beta equaling to 0.5151, and when adjusted by the financial structure of Green Ad, the Levered Beta of Green Ad is 0.5509.
R_M	The average return on investment in the Stock Exchange of Thailand for the past 10 years from 31 st October, 2009, to 31 st October, 2019, equals to 12.73 percent per year. This should be able to reflect the risk of the stock market in the long term.

Details of the assumptions can be summarized as follows:

Details of the assumptions in the calculation of Green Ad

Assumptions	Amount (%)
Risk-Free Rate (Rf)	1.56 %
Rate of Return of the Stock Exchange of Thailand (Rm)	12.73 %
Market Risk Indicator of Green AD (Levered Beta)	0.5 5 509
Cost of Equity (Ke)	7.71 %
Cost of Debt (Kd)	1.95 %
Proportion of liabilities to total assets at market value (W_d)	7.99 %
Proportion of shareholders' equity to total assets at market value (W_e)	92.01 %
WACC	7.22 %

From the above assumptions, the calculation of the weighted average financial costs obtained (WACC) equals 7.22%, which will be used as a discount rate in calculating the future net cash flows expected by Green Ad.

The IFA can summarize the free cash flow of Green Ad (Free Cash Flow to Firm: FCFF) as follows;

Forecast of net cash flow of Green Ad

Unit: THB Million	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Net profit from operations after tax	0.16	0.63	0.64	0.66	0.67	0.68	0.70	0.71	0.72	0.74
Non-cash items	-	-	-	-	-	-	-	-	-	-
Change of working capital	0.07	0.01	0.01	0.01	0.01	0.01	0.01	0.01	0.01	0.01
Investment cost	-	-	-	-	-	-	-	-	-	-
Net cash flow	0.23	0.64	0.65	0.66	0.68	0.69	0.71	0.72	0.73	0.75
Cash flow after the forecast period										10.33
Present value of cash flows	0.23	0.59	0.56	0.53	0.5	0.48	0.46	0.43	0.41	5.81

Summary of Green Ad's fair value

Details	Amount (THB million)
Present value of free cash flow of the business	9.99
Add: Cash and cash equivalents as of 30 September 2019	1.55
Less: Current interest-bearing liabilities as of 30 September 2019	69.80
Fair value of shareholders' equity of Green Ad	(58.25)

From the cash flow projections obtained from the above assumptions by using the weighted average cost rate (WACC) can calculate the present value of cash flow equal to THB 9.99 million, plus cash and cash equivalents as of 30 September 2019 in the amount of THB1.55 million, and deducted by the latest interest-bearing liabilities on 30 September 2019 in the amount of THB 69.80 million, resulting in the fair value of shareholders' equity of Green Ad equal to (THB 58.25) million.

Multi Sign Co., Ltd (MTS)

The MTS valuation has limitations in the preparation of financial projections of MTS by IFA is necessary to refer to information from the budget plan of MTS prepared by the management of MACO, together with considering MACO internal financial statements for the 3rd quarter of 2019 ending 30 September 2019, including data from interviews with MACO Management.

Key assumptions of MTS's financial projections are summarized as follows;

1. Revenue

Service Income

Service income consists of advertising rental income, billboard revenue, and service income, each of which has the following details:

Advertising Income

MTS receives advertising rental income through 2 advertising service agreements, consisting of advertising service agreements between MTS and MACO, and advertising service agreements between MTS and EOA with the following details:

- MACO agreed to pay advertising fees under the advertising service agreement between MTS and MACO give MTS at the rate of 8,209,000 THB per month for billboards and THB850,000 for restaurant billboards (Aroy-LED signs) for a period of 1 year from January 1, 2019 until December 31. And if the contract expires, MACO wishes to renew the contract, MTS agrees to grant MACO is the first and only contract-renewal company, which MACO will receive the right to use the assets to use the billboard structure to advertise and promote products. Based on the above information, the IFA estimates the advertising revenue received from MACO is equal to the product multiplied by billboard, average monthly rental rate per bill and the number of months in the projection year under the assumption that after completion MACO will extend the service agreement and not make any changes. Which is significant for the business operation of MTS, MTS will maintain the number of billboard structure at 620 billboards and Aroy-LED signs at 250 signs, referring to information from billboard summary on 23 September 2019 at the management of MACO has provided, however, the average monthly rental rate per bill will be stable in the 4th quarter of 2019 and grow according to Thailand's inflation forecast, according to the IMF shown in the attachment at 8.25 since 2020F throughout the projection period. However, the monthly advertising rental rate can change according to the number of billboard frame under the service contract, which may result in the advertising rental income of MTS changed. The information is based on interviews with the management of MACO.
- In the projection of advertising rental income from service agreements between MTS and EOA, the IFA estimates, using advertising rental income from the MACO's internal income statement for the first 9 months of the year. Which is equal to THB 7.18 million to calculate monthly advertising rental rates To be used in the calculation of advertising

rental income in the estimate, with the contract for a period of 1 year from 1 January 2019 until 31 December 2019, and if the EOA expires, the MTS wishes to extend the contract, MTS agrees to grant the right to EOA as the first and only contract renewal company. However, the IFA has limitations in estimating revenue from advertising service contract between MTS and EOA. As the IFA did not receive the said contract from the management of MACO, therefore, the IFA has to estimate the revenue in this section based on the information provided by the management of MACO only. However, the IFA has assumed that after the EOA expires, the service agreement will be renewed and there are no changes in operations. Based on the above assumptions, the IFA therefore estimates the advertising revenue based on the revenue Advertisement from service contracts between MTS and EOA in the first 9 months of 2019 and growing according to inflation, referenced from the IMF, shown in Attachment 8.25 from 2020F throughout the projection period. However, monthly advertising rental rates can change according to the number of projects signboard under the service contract, which may result in MTS's advertising rental income. This information is based on interviews with the management of MACO.

Summary of Revenue Assumptions from Billboard Rental

Items	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Advertising service agreement between MTS and MACO (Billboard)										
- Amount (Signage)	620	620	620	620	620	620	620	620	620	620
- Average monthly rental rate for advertising signs (THB)	13,457	13,632	13,850	14,099	14,381	14,669	14,962	15,262	15,567	15,878
Advertising service agreement between MTS and MACO (Aroy-LED)										
- Amount (Signage)	250	250	250	250	250	250	250	250	250	250
- Average rental rate for signboards per month (THB)	3208	3250	3302	3361	3428	3497	3567	3638	3711	3785
Number of months	3	12	12	12	12	12	12	12	12	12

Remark: Based on advertising status as of 23 September 2019

Revenues from Production of Various Advertising Banners

Signboard rental income is based on the proportion of signboard revenue to advertising revenue from the first 9 months of 2019, which is approximately 6.98 percent of advertising rental income.

Service Income

Service income is based on the ratio of service income to advertising rental income for the first 9 months of 2019, which is approximately 0.34 percent of advertising rental income.

Other income

Other income is referenced from the ratio of other income to service income for the first 9 months of 2019 which is approximately 0.54% of service revenue.

From the above assumptions about revenue estimates can summarize the revenue forecast as follows;

MTS's income estimates

Unit: THB Million	9M/2562A	Q4/2019E	2020F	2021F	2022F	2023F	2024F	2025F	2026F	2027F	2028F
Advertising rental income - Billboard	73.88	25.03	101.42	103.04	104.90	107.00	109.14	111.32	113.55	115.82	118.13
Advertising income - CBD-LED	7.18	2.39	9.69	9.85	10.03	10.23	10.43	10.64	10.85	11.07	11.29
Advertising rental income - Aroy-LED	7.65	1.97	9.75	9.91	10.08	10.29	10.49	10.70	10.91	11.13	11.36
Revenue from making signage	6.19	2.06	8.43	8.57	8.72	8.89	9.07	9.25	9.44	9.63	9.82
Service Income	0.30	0.10	0.41	0.42	0.42	0.43	0.44	0.45	0.46	0.47	0.48
Other income	1.13	0.18	0.70	0.71	0.72	0.74	0.75	0.77	0.78	0.80	0.81
Total Income	96.33	31.74	130.40	132.49	134.87	137.57	140.32	143.13	145.99	148.91	151.89

2. Cost of Service

Cost of service is divided into 2 parts, which are fixed service cost and variable cost of service. Each item has details as followed;

- Cost of services that include fixed rental cost s and the cost of the project, which is based on fixed service costs during the first 9 months of 2019, from 1 January 2019 to 30 September 2019, and is set to increase according to inflation reference from the IMF shown in Attachment 8.25 throughout the projection period.
- Variable service costs consist of Label tax cost Label cost Electricity cost, cost of equipment rental, and the cost of repair and maintenance, etc., referring to the proportion of variable service costs to service income during the first 9 months of 2019 from 1 January 2019 to 30 September 2019, which is approximately 18.68% of Service income And set to be constant throughout the projection period

MTS's cost estimate

Unit: THB Million	9M/2562A	Q4/2019F	2020F	2021F	2022F	2023F	2024F	2025F	2026F	2027F	2028F
Fixed service costs	38.07	12.69	51.42	52.24	53.18	54.24	55.33	56.43	57.56	58.71	59.89
Variable service costs	17.78	6.12	24.23	24.62	25.06	25.56	26.07	26.60	27.13	27.67	28.22
Total Cost	55.85	18.81	75.65	76.86	78.24	79.81	81.40	83.03	84.69	86.38	88.11

3. Selling Expenses

Consisting of salaries, employee commissions, cost of research and development, costs of welfare, and the incentive of salespeople, etc. According to the ratio of cost of sales to revenues from services in the first 9 months of the year 2019 from 1 January 2019 to 30 September 2019, this represents 8.63% of service income, and set to be constant throughout the projection period.

4. Administrative Expenses

Comprising salaries, centralized service fees, consulting fees, audit fees, vehicle expenses, and office rents, etc., which are based on administrative expenses during the first 9 months of 2019, from 1 January 2019 to 30 September 2019, and determined to increase according to the inflation rate, referenced from the IMF shown in Attachment 8.25.

5. Depreciation and amortization expenses

IFA estimate depreciation and amortization in accordance with MTS accounting policy that includes depreciation and amortization on a straight-line basis based on a 5- year average lifetime.

MTS's expenses estimates

Unit: THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Selling Expenses	8.21	2.83	11.19	11.37	11.57	11.81	12.04	12.28	12.53	12.78	13.04
Administration Expenses	10.18	5.06	20.52	20.85	21.23	21.65	22.08	22.53	22.98	23.44	23.90
Depreciation & Amortization Expenses	5.17	1.77	6.89	6.89	6.89	6.89	6.89	6.89	6.89	6.89	6.89
Total Expenses	27.16	9.67	38.61	39.11	39.69	40.35	41.02	41.70	42.40	43.11	43.83

6. Finance cost

Currently, MTS has interest-bearing debt of THB 0.47 million from financial lease agreements, with interest rates equal to 7.35%, based on average ratio of financial costs to interest-bearing loans for the past 2 years and 9 months, based on the financial statements of MTS for the periods ending 31 December 2017 and 2018 and the internal financial statements of MACO for the first 9 months of 2019 and specifies that there will be no loans in the future. MACO does not have the policy for MTS to borrow in the future.

7. Corporate Income Tax

The IFA estimates 20.00% throughout the projection, according to the current corporate income tax rate of Thailand.

8. Assets

8.1 Working Capital

Summary of MTS's working capital

Items	Assumptions
Assets	
- Account receivables	Days sales outstanding is 40 days
Liabilities	
- Account payables	Days payable outstanding is 73 days

The IFA is based on the average of the past 2 years and 9 months ratio calculated from the internal financial statements of MACO for the 3rd Quarter of 2019 ending 30 September 2019 throughout the projection period, which the assumptions are appropriate and can reflect the business conditions in current situation well. The IFA is of the opinion that the period to consider the working capital is appropriate as it is the historical information which can properly reflect the business operation of Inkjet.

8.2 Capital Expenditure

Assumptions related to future investment costs, IFA has determined future investment costs when the assets of each category are expired for accounting use for maintenance, improvement and replacement of assets. MTS will have capital expenditure during Quarter 4, 2019 to 2023 for THB 34.47 million and 2024 to 2028 for THB 34.47 million.

Terminal Value

IFA has prepared a financial forecast of 9.25 years ending 31 December 2028, and expects MTS to not have business growth after the said period, with cash flow growth after the period estimated (Terminal Growth Rate) equal to 0% in order to be conservative (Conservative Basis), resulting in cash flow after the projection period is equal to THB 206.93 million.

Summary of financial forecast of MTS

Based on the above assumptions regarding revenue, expenses, assets, liabilities, the financial projections of MTS in the 4th Quarter of 2019 - 2028 are as follows:

Forecast of income statements of MTS

Unit: THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Sales and service income	95.20	32.77	129.70	131.78	134.15	136.83	139.57	142.36	145.21	148.11	151.08
Other income	1.13	0.18	0.70	0.71	0.72	0.74	0.75	0.77	0.78	0.80	0.81
Total income	96.33	32.94	130.40	132.49	134.87	137.57	140.32	143.13	145.99	148.91	151.89
Cost of service	55.85	18.81	75.65	76.86	78.24	79.81	81.40	83.03	84.69	86.38	88.11
Selling expenses	8.21	2.83	11.19	11.37	11.57	11.81	12.04	12.28	12.53	12.78	13.04
Administrative expenses	10.18	5.06	20.52	20.85	21.23	21.65	22.08	22.53	22.98	23.44	23.90
Total cost	74.24	26.70	107.36	109.08	111.04	113.26	115.53	117.84	120.20	122.60	125.05
Depreciation	5.17	1.77	6.89	6.89	6.89	6.89	6.89	6.89	6.89	6.89	6.89

Unit: THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Earnings before interest and tax	16.92	4.47	16.15	16.52	16.94	17.41	17.90	18.40	18.90	19.42	19.94
Finance Costs	0.03	-	-	-	-	-	-	-	-	-	-
Income Tax	3.57	0.89	3.23	3.30	3.39	3.48	3.58	3.68	3.78	3.88	3.99
Net profit	13.32	3.57	12.92	13.21	13.55	13.93	14.32	14.72	15.12	15.53	15.96

Forecast of financial position of MTS

Unit: THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total Assets	96.13	107.54	109.59	122.91	136.71	151.01	165.71	180.81	196.33	212.26	228.62
Total Liabilities	23.16	31.03	20.16	20.27	20.51	20.88	21.26	21.65	22.04	22.44	22.85
Shareholders' Equity	72.97	76.51	89.43	102.64	116.19	130.13	144.45	159.16	174.29	189.82	205.78

Discount rate

The discount rate used to calculate the net present value of a cash flow is derived from the weighted average cost of capital ("WACC") based on the capital structure of MTS, which IFA has calculated. The WACC is calculated from the weighted average of the cost of debt (K_D) and the cost of equity (K_E) of MTS. The estimated discount rate is as follows:

$$WACC = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

Where:

	Description
K_E	Cost of equity or the rate of return that shareholders require (R_e)
K_D	Financial costs of interest-bearing financial liabilities of MTS as of 30 September 2019 equals 2.15%
T	Corporate income tax rate at 20.00%
E	Shareholders' equity according to the internal financial statement of MTS as of 30 September 2019 equals THB 72.97 million
D	Interest-bearing financial liabilities in accordance with the internal financial statements of MTS as of 30 September 2019 equals THB 0.47 million.

The cost of equity (K_E) or the rate of return required by a shareholder (R_e) is calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_e = R_f + \beta \times (R_M - R_f)$$

Where:

	Description
R_f	Based on the yield of 10-year government bonds of Thailand is equal to 1.56% per year (data as of 31 October 2019). The IFA considers that 10- year government bonds are long-term bonds that highly liquid trading higher, Therefore, there is a risk from Liquidity Risk and low investment risk, are able to reflect the return on investment in non-risk assets well.

	Description
β	It is the average variance between weekly returns of companies listed on the Stock Exchange of Thailand that have similar business operations with MTS, such as Plan B Media PCL, Aqua Corporation PCL and VGI PCL, compared to returns from the Stock Exchange of Thailand over the past 2 years, 31 October 2017 – 31 October 2019 (Source: Capital IQ) in which the average Unlevered Beta of the three companies above is equal to 0.5151 and when adjusted by MTS's financial structure, the MTS Levered Beta will be 0.5178
R_M	Return on investment in the stock market of Thailand In the past 10 years, since 31 October 2009 - 31 October 2019, which equals 1273 per year, which seems to reflect the risk of the stock market in the long term as well.

Details of the assumptions can be summarized as follows:

Details of the assumptions in the calculation of MTS

Assumptions	Amount (%)
Risk-Free Rate (Rf)	1.56%
Rate of Return of the Stock Exchange of Thailand (Rm)	12.73%
Market Risk Indicator of MTS (Levered Beta)	0.5178%
Cost of Equity (Ke)	7.43%
Cost of Debt (Kd)	2.15 %
Proportion of liabilities to total assets at market value (W_d)	0.64 %
Proportion of shareholders' equity to total assets at market value (W_e)	99.36 %
WACC	7.31 %

From the above assumptions will result in WACC calculating the weighted average financial cost (WACC) of 7.31%, which will be used as a discount rate in calculating the expected net cash flow of MTS.

The IFA can summarized the free cash flow of MTS (FCFF) as follows;

Forecast of net cash flow of MTS

Unit : THB Million	Q4/2019E	2020F	2021F	2022F	2023F	2024F	2025F	2026F	2027F	2028F
Net profit from after tax operations	3.57	12.92	13.21	13.55	13.93	14.32	14.72	15.12	15.53	15.96
Non-cash items	1.77	6.89	6.89	6.89	6.89	6.89	6.89	6.89	6.89	6.89
Change of working capital	(16.19)	(2.17)	(0.84)	(0.97)	(1.09)	(1.11)	(1.14)	(1.16)	(1.18)	(1.21)
Investment cost	(0.34)	(7.14)	(3.09)	(11.80)	(12.10)	(0.34)	(7.14)	(3.09)	(11.80)	(12.10)
Net cash flow	(11.18)	10.51	16.17	7.68	7.63	19.76	13.34	17.77	9.44	9.54
Cash flow after the forecast period										201.85
Present value of cash flows	(10.99)	9.62	13.80	6.10	5.66	13.64	8.58	10.66	5.28	110.09

Summary of MTS's fair value

	Amount (million THB)
Present value of free cash flow of the business	172.45
Add: Cash and cash equivalents as of 30 September 2019	26.54
Less: Current interest-bearing liabilities as of 30 September 2019	0.47
Fair value of shareholder's equity of MTS	198.52

Based on the cash flow projections derived from the above assumptions, using weighted average cost rate (WACC), the present value of cash flows can be calculated at THB192.78 million plus cash and cash equivalents as at 30 September 2019, amount of THB26.54 million deduct the interest-bearing liabilities as of 30 September 2019 equals THB 0.47 million resulting in fair value of MTS equals THB 198.52 million.

Gold Star Group Company Limited (GSG)

This valuation of GSG is limited in the preparation of GSG financial projections by an IFA. It is necessary to refer to the data from GSG budget plan prepared by MACO Executives, together with consideration of MACO internal financial statements for the 3rd Quarter of 2019, ending 30 September 2019, including information from interviews. The management of MACO is mainly

Key assumptions of GSG financial projections are summarized as follows;

1) Revenue

Service Income

Service income is divided into service revenue within the group. VGI and revenue from providing services outside of the VGI Group, Companies in the VGI Group, such as Bangkok Mass Transit Company Limited and Kerry Express (Thailand) Company Limited (Kerry), etc. The IFA estimates the revenue in 4th Quarter of 2019 by referring to service income and sales in the first 9 months of 2019

Income from Customer Service within the VGI Group

Service income from the VGI Group consists of revenue from the production of advertising media outside BTS (Train body wrap) Income from production of advertising media in the BTS Skytrain and around the BTS station And income from the production of advertising media for Kerry 's trucks

- Revenue from the production of advertising media outside BTS (Train body wrap) is estimated by using the product of the number of BTS trains in that projection year. Average BTS advertising service fees per train And the number of services per year
 - The IFA determined that the BTS Skytrain will amount to 9 8 vehicles in 2020 F. However, the number of BTS Skytrain will increase by 72 trains in the year 2564F to support the commencement of the electric train operation. Pink line Khae Rai - Min Buri And the yellow line Lat Phrao – Samrong, which requires 42 trains and 30 trains to operate, respectively. Information on the number and increase of those trains is based on Presentation from BTS Group, October 2019
 - The average external media service fee of BTS per train is THB 290,000 THB in 2020F, which is based on the budget plan prepared by the MACO management, which the IFA determined that the service fee will grow in line with inflation, according to the IMF, shown in Attachment 8.25, in 2020F onwards, throughout the projection period.
 - The number of services will be approximately 2-3 times per year. The IFA has determined that the number of services is 2 times per year in 2020F onwards throughout the forecast period. In order to be careful (Conservative basis)

- The financial advisor has limitations in estimating the revenue from the production of advertising media in the BTS Skytrain. And the BTS sky train area, since MACO did not classify the details of service and sales revenue from the financial statements within the first 9 months of 2019 according to the type of income The IFA therefore estimates the income From the production of internal advertising media And the BTS Skytrain Station, in accordance with GSG budget plan prepared by MACO executives and set to be equal to THB 37.50 million in 2020 F and growing according to inflation, according to the IMF, shown in Attachment 8.25. In the year 2021F onwards throughout the projection period
- The revenue from the production of advertising media for Kerry 's trucks is estimated by the product of The number of cargo trucks that are serviced per year Average service charge per vehicle and number of services per year.
 - The IFA requires that the number of freight vehicles servicing per year is 1,200 vehicles in 2020F, and remains constant throughout the forecast period. The number of vehicles used in the service is based on a budget plan prepared by MACO management.
 - The IFA stipulates that the average service fee per vehicle is THB 5,000 in 2020 F and grows according to inflation, referenced from the IMF, shown in Attachment 8.25 in the year 256 4 F onwards throughout the forecast period. The service fee information is based on a budget plan prepared by MACO management.
 - The number of services will be approximately 1 time per year, which the IFA has determined that the number of services will be 1 time per year in 2020F onwards throughout the forecast period. The ads use the freight car of Kerry ad group VGI is changing advertising a year one time.

Service Income Outside the VGI Group

Service income outside the VGI group consists of revenue from design, production, and production of printed media and / or Produce all forms of advertising media for customers outside the group The IFA has limitations in estimating revenue in this respect, since GSG has just been established on 1 August 2018, therefore, the IFA has past performance data for only 1 year and 1 month. Since 1 August 2018 to 30 September 2019, which resulted in the IFA to estimate the revenue in this segment based on the budget plans of the GSG , the executive asked. MACO provided and the revenue in this segment accounted for a percentage of 15.92 of revenues from sales and services of GSG in 2020F, which is the ratio according to the proportion of revenues from sales and services outside the group. VGI from the GSG budget plan for the year 2019, from 2021F onwards, this revenue will grow in accordance with the inflation rate, referenced from the IMF, shown in Attachment 8.25 throughout the projection period in order to be Follow the principles of caution (Conservative Basis).

Other income

Other income as 0.04% of revenue from services and sales, and set to be constant throughout the projection period.

Summary of GSG Revenue Estimation Assumptions

Unit: THB Million	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Revenues from production of advertising media outside BTS (Train body wrap)		56.84	100.18	101.98	104.02	106.10	108.22	110.39	112.60	114.85
- Number of BTS trains)		98	170	170	170	170	170	170	170	170
- Average external advertising service fees for BTS per procession (million THB)		0.29	0.29	0.30	0.31	0.31	0.32	0.32	0.33	0.34
- Number of services per year (times)		2	2	2	2	2	2	2	2	2
Income from producing advertising media for Kerry 's trucks		6.00	6.10	6.21	6.33	6.46	6.59	6.72	6.85	6.99
- Number of cargo trucks that are servicing per year (cars)		1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200
- Average service fee per vehicle (THB)		5,000	5,080	5,171	5,275	5,380	5,488	5,598	5,710	5,824
- Number of services per year (times)		1	1	1	1	1	1	1	1	1

From the above assumptions about revenue estimates, the revenue forecast can be summarized as follows;

GSG's income estimate

Unit : THB Million	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Service income from VGI Group		100.34	144.37	146.97	149.91	152.91	155.97	159.09	162.27	165.51
- Revenue from production of advertising media outside BTS (Train Body Wrap)		56.84	100.18	101.98	104.02	106.10	108.22	110.39	112.60	114.85
- Revenue from production of advertising media in the BTS Skytrain And around the BTS station		37.50	38.10	38.79	39.56	40.35	41.16	41.98	42.82	43.68
- Revenue from producing advertising media for Kerry 's trucks		6.00	6.10	6.21	6.33	6.46	6.59	6.72	6.85	6.99
Service income outside the VGI group		19.00	27.34	27.83	28.38	28.95	29.53	30.12	30.72	31.34
Other Income		0.05	0.07	0.07	0.07	0.07	0.07	0.07	0.07	0.08
Total Income	27.48	119.39	171.77	174.87	178.36	181.93	185.57	189.28	193.07	196.93

2) Cost of Service

The cost of services is divided into 2 parts which are fixed service costs, and variable cost of service. Details of the cost of each service is as followed:

- Fixed service costs consist of salary cost and overtime costs, which is based on fixed service costs during the first 9 months of 2019 from 1 January 2019 to 30 September 2019 and is set to increase according to inflation reference from the IMF shown in Attachment 8.25 throughout the projection period.
- Variable service costs consist of Electricity cost and costs from the production of advertising media Based on the variable cost of service to income from services during the first 9 months from 1 January 2019 to 30 September 2019, which is approximately 43.57% of service revenue, and set to be constant throughout the projection period.

GSG's cost estimate

Unit : THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Fixed service costs	11.78	3.93	15.91	16.17	16.46	16.79	17.12	17.46	17.81	18.17	18.53
Variable cost of service	35.91	11.97	52.00	71.32	72.60	74.06	75.54	77.05	78.59	80.16	81.76
Total Cost	47.69	15.90	67.91	87.49	89.06	90.84	92.66	94.51	96.40	98.33	100.30

3) Selling Expenses

Comprised of salaries, commissions, employees and certifications, etc., referring to the proportion, selling expenses per service income during the first 9 months of 2019, from 1 January 2019 to 30 September 2019, which is 4.54% of service revenue, and set to be constant throughout the projection period.

4) Administrative Expenses

It consists of salary, bonus, consulting fee, office rental fee and utilities etc., which are based on administrative expenses during the first 9 months of 2019, from 1 January 2019 to 30 September 2019, and determined to increase according to the inflation rate, referenced from the IMF shown in Attachment 8.25.

5) Depreciation

IFA Estimated depreciation in accordance with the accounting policies of GSG is depreciated on a straight-line basis over the average 5- 15 years.

GSG's expenses estimate

Unit : THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Selling Expenses	3.74	1.25	8.01	8.13	8.26	10.25	10.43	10.62	10.82	11.01	11.21
Administrative Expenses	13.27	4.42	17.92	18.21	18.54	18.91	19.29	19.67	20.07	20.47	20.88
Depreciation	7.42	2.64	12.10	12.10	12.10	12.10	12.10	12.10	12.10	12.10	12.10
Total Cost	24.43	8.31	38.03	38.44	38.90	41.26	41.82	42.39	42.99	43.58	44.19

6) Finance cost

Interest expenses according to current loans by estimating repayment of loans and interest under loan agreements, which bears interest at the rate of 3.50 percent per annum and specifies that there will be no future loans after the loan is repaid. MACO does not have the policy for GSG to borrow in the future.

7) Corporate income tax

Tax rate of 20.00% of net profit before tax throughout the projection period, according to the current corporate income tax rate of Thailand.

8) Assets

8.1 Net Working Capital

Summary of GSG's Working Capital

Items	Assumptions
Assets	
- Account receivables	Days sales outstanding is 75 days
- Inventory	Days of inventory outstanding is 21 days
Liabilities	
- Account payables	Days payable outstanding is 83 days

The IFA based on average 1 year and 1 month historical ratios calculated from GSG audited financial statements between 1 August 2018 (establishment date) and 31 December 2018 and MACO internal financial statements for the 3rd quarter of 2019 ending 30 September, throughout the projection period. The IFA is of the opinion that the period to consider the working capital is appropriate as it is the historical information which can properly reflect the business operation of GSG.

8.2 Capital Expenditure

Assumptions related to future investment costs, IFA has determined future investment expenses when the assets of each category are expired for accounting use for maintenance, improvement and replacement of assets. GSG will have capital expenditure during Quarter 4, 2019 to 2023 for THB 24.02 million and 2024 to 2028 for THB 60.75 million.

Terminal Value

The IFA has prepared a financial forecast for 9.25 years ending 31 December 2028 and expects GSG to not grow the business after the said period, with cash flow growth after the period Estimated (Terminal Growth Rate) equal to 0% in order to be conservative. (Conservative basis) resulting in cash flow after the projection period is equal to THB466.69 million.

Summary of financial forecast of GSG

Based on the above assumptions regarding revenue, expenses, assets and liabilities, GSG financial projections for the 4th Quarter of 2019 - 2071 are as follows:

Forecast of income statements of GSG

Unit: THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Sales and service income	82.41	27.47	119.34	163.68	166.62	169.95	173.35	176.82	180.36	183.96	187.64
Other Income	0.04	0.01	0.05	0.07	0.07	0.07	0.07	0.07	0.07	0.07	0.08
Total Income	82.45	27.48	119.39	163.75	166.69	170.02	173.42	176.89	180.43	184.03	187.72
Cost Of Sales And Services	47.69	15.90	67.91	87.49	89.06	90.84	92.66	94.51	96.40	98.33	100.30
Selling Expenses	3.74	1.25	8.01	8.13	8.26	10.25	10.43	10.62	10.82	11.01	11.21
Administrative Expenses	13.27	4.42	17.92	18.21	18.54	18.91	19.29	19.67	20.07	20.47	20.88
Total Cost	64.70	21.57	93.84	113.83	115.86	120.00	122.38	124.80	127.29	129.81	132.39
Depreciation	7.42	2.64	12.10	12.10	12.10	12.10	12.10	12.10	12.10	12.10	12.10
Earnings before interest and tax	10.33	3.27	13.43	37.81	38.73	37.92	38.94	39.98	41.04	42.12	43.23
Finance Costs	0.26	0.20	-	-	-	-	-	-	-	-	-
Income Tax	1.40	0.61	2.69	7.56	7.75	7.58	7.79	8.00	8.21	8.42	8.65
Net Profit (Loss)	8.67	2.45	10.75	30.25	30.98	30.34	31.15	31.98	32.83	33.70	34.58

Forecast of financial position of GSG

Unit : THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total Assets	84.24	83.87	90.11	125.18	156.55	187.32	218.92	251.36	284.66	318.83	353.89
Total Liabilities	30.87	28.04	23.54	28.36	28.74	29.18	29.63	30.09	30.55	31.02	31.51
Shareholders' Equity	53.37	55.83	66.57	96.82	127.81	158.14	189.29	221.27	254.11	287.81	322.38

Discount rate

The discount rate used to calculate the net present value of cash flows. Obtained from calculating the financial cost of the average octane bring heavy (Weighted Average Cost of Capital: "WACC") based on the capital structure of the GSG, which the IFA has calculated the WACC the weighted average cost of debt (K_D) and the cost of equity (K_E) of GSG, with the details of the discounted projections as follows:

$$WACC = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

Where:

	Details
K_E	Cost of equity or the rate of return that shareholders require (R_e)
K_D	The financial cost of GSG interest-bearing financial liabilities as of 30 September 2019 is 3.50% per annum
T	Corporate income tax rate at 20.00%
E	Shareholders' equity according to GSG internal financial statements as of September 30, 2019 equals THB 53.37 million
D	Interest-bearing financial liabilities according to GSG internal financial position statement as of 30 September 2019 equals THB10.00 million.

The cost of equity (K_E) or the rate of return required by a shareholder (R_e) is calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_e = R_f + \beta \times (R_M - R_f)$$

Where:

	Details
R_f	Based on the yield of 10-year government bonds of Thailand is equal to 1.56% per year (data as of 31 October 2019). The IFA considers that 10- year government bonds are long-term bonds with Trading liquidity is high, therefore there are risks, due to the lack of liquidity (Liquidity Risk) and low investment risk (Reinvestment Risk) that can reflect the return on investment in non-risky assets.
β	The coefficient of variance between returns Listed company on the Stock Exchange of Thailand Companies that have GSG related businesses are Plan B Media PCL, Aqua Corporation PCL, and VGI PCL, compared to returns from the Stock Exchange of Thailand over the past 2 years from 31 October 2019 (Source : Capital IQ) Advisor. The IFA has considered that the selected information is the period in which the amount and frequency of data suitable for statistical calculations It also reflects the risks of current business conditions were good, with the Unlevered Beta equal to 0.5151 and adjusting the financial structure of the GSG is the Levered Beta of GSG is equal to 0.5923.
R_M	Return on investment in the stock market of Thailand In the past 10 years, since 31 October 2009 - 31 October 2019, which is equal to 1%, 2.73 per year, which seems to reflect the risk of the stock market in the long term as well.

Details of the assumptions can be summarized as Follows:

Details of the assumptions in the calculation of GSG

Assumptions	Amount (%)
Risk-Free Rate (R_f)	1.56 %
Rate of Return of the Stock Exchange of Thailand (R_m)	12.73 %
Market Risk Indicator of GSG (Levered Beta)	0.5923 %
Cost of Equity (K_e)	8.18 %
Cost of Debt (K_d)	3.50 %
Proportion of liabilities to total assets at market value (W_d)	15.78 %
Proportion of shareholders' equity to total assets at market value (W_e)	84.22 %
WACC	7.33 %

From the above assumptions will result in WACC calculating the weighted average financial cost (WACC) of 7.33%, which will be used as a discount rate in calculating the future cash flows expected of GSG.

The IFA can summarized the free cash flow of GSG (Free Cash Flow to Firm: FCFE) as follows;

Forecast of net cash flow of of GSG

Unit: THB Million	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Net profit from after tax operations	2.62	10.75	30.25	30.98	30.34	31.15	31.98	32.83	33.70	34.58
Non-cash items	2.64	12.10	12.10	12.10	12.10	12.10	12.10	12.10	12.10	12.10
Change of working capital	10.56	(0.86)	(5.30)	(0.31)	(0.38)	(0.35)	(0.36)	(0.37)	(0.38)	(0.38)
Investment cost	(11.50)	-	-	(1.48)	(12.65)	(34.95)	(10.54)	-	(2.96)	(13.89)
Net Cash Flow	4.32	22.00	37.05	41.31	29.41	7.95	33.19	44.57	42.47	32.41
Cash flow after the forecast period										466.69
Present value of cash flows	4.24	20.14	31.6	32.82	21.78	5.49	21.33	26.69	23.7	259.48

Summary of GSG's fair value

Description	Amount (THB Million)
Present value of free cash flow of the business	447.27
Add: Cash and cash equivalents as of 30 September 2019	4.22
Less: Current interest-bearing liabilities as of 30 September 2019	10.00
Fair value of Shareholders' equity of GSG	441.49

From the cash flow projections derived from the above assumptions, using weighted average cost rate (WACC), can calculate the present value of cash flows of THB 447.27 million, plus cash and Cash equivalents as of 30 September 2019 amounting to THB 4.22 million, resulting in a fair value of shareholders' equity of GSG equal to THB 441.49 million.

Eye on Ads Company Limited (EOA)

This EOA Valuation has limitations in the preparation of financial projections for EOA, by an IFA, is necessary to refer to information from the budget plan of EOA prepared by MACO executives Together with the consideration of the internal financial statements of MACO for the 3rd quarter of the year ending 30 September 2019, including the main data from the interview with the management of MACO.

Key assumptions of EOA financial projections are summarized as follows;

1. Revenue

Service Income

Service income consists of advertising rental income, electricity rental income, signboard tax revenue, and order revenue, with the following details:

Advertising Income

EOA receives advertising rental income through 2 advertising service agreements, which are Billboard Advertising Project Contracts and CBD-LED Advertising Services Contracts between EOA and MACO. MACO agrees to pay the advertising service fee. EOA under the advertising service contract for the Billboard Sign Project and under the advertising service contract for the CBD-LED project at the rate of THB 6,224,600, and THB 7,425,000 per month, for a period of 1 year from 1 January 2019 until 31 December 2019, both 2 copies and if the contract expires MACO intends to renew the contract. EOA agrees to grant the first and only MACO rights to renew the contract. MACO will receive the right to bring assets, in the use of billboards for advertising, product promotion and program management rights for the LED advertising display.

From the above information, the IFA therefore estimates the advertising revenue of EOA is equal to the product of the number of Billboard signs, the average monthly rental rate per board and the number of months in the projection year under the assumption that after the completion of the contract, the MACO will renew both service contracts and there are no significant changes. For EOA business operations, EOA will maintain the number of Billboard signs at 59 signs and LED advertising display at 34 signs based on information from the Billboard summary as of 23 September 2019, provided by MACO management. The average monthly rental rate per bill will be stable in the 4th Quarter of 2019 and grow in line with inflation, according to the IMF, shown in Attachment 8.25, since 2020F throughout the projection period. In this regard, the monthly advertising rental rate of billboard and CBD-LED project can be changed if the number of signboards under the contract The ads, which can result in rental income, advertising EOA changes to such information, according to an interview with the management of MACO.

Summary of Revenue Assumptions from Billboard Rental

Items	Q4/2019E	2020F	2021F	2022F	2023F	2024F	2025F	2026F	2027F	2028F
Advertising service agreement for Billboard Project										
- Amount (Label)	59	59	59	59	59	59	59	59	59	59
- Average monthly rental rate for billboards (million THB)	0.10	0.11	0.11	0.11	0.11	0.11	0.12	0.12	0.12	0.12
Advertising service agreement for CBD-LED project										
- Amount (Label)	34	34	34	34	34	34	34	34	34	34
- Average sign rental rate Monthly per bill (THB Million)	0.23	0.23	0.23	0.24	0.24	0.25	0.25	0.26	0.26	0.27
Number of months (months)	3	12	12	12	12	12	12	12	12	12

Electricity Revenue

Electricity revenue is based on the proportion of electricity revenue to advertising revenue under the advertising service contract for the Billboard Project for the first 9 months of the year, which is equal to approximately 3.60% of advertising rental according to the advertising service contract for Billboard Project.

Signage Tax Revenue

Signage tax revenue is based on the proportion of signboard tax revenue to advertising rental income under the billboard advertising service contract for the first 9 months of the year, which is equal to approximately 24.70% of the rental fee under the billboard advertising contract.

Signage Tax Revenue

Preparation income is based on the proportion of revenue generated to income from advertising rental under the billboard advertising service contract for the first 9 months of the year, which is equal to approximately 0.25% of advertising rental fees under the billboard advertising contract

Other Income

Other incomes are equivalent to 0.67% of service revenue, referring to the proportion of other incomes to service revenue and fixed for the duration of the forecast.

From the above assumptions about revenue estimates, the revenue forecast can be summarized as follows;

EOA's income estimates

Unit : THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Advertising rental income from advertising service agreement with Billboard Project	55.78	18.36	74.41	75.60	76.96	78.50	80.07	81.67	83.30	84.97	86.67
Advertising rental income from advertising service agreements for CBD-LED project	67.89	22.95	92.99	94.48	96.18	98.11	100.07	102.07	104.11	106.19	108.32
Electricity Revenue	2.02	0.67	2.70	2.74	2.79	2.84	2.90	2.96	3.02	3.08	3.14
Sign Tax Revenue	13.77	4.54	18.38	18.67	19.01	19.39	19.77	20.17	20.57	20.98	21.40
Revenue from Preparation	0.14	0.05	0.19	0.19	0.19	0.20	0.20	0.21	0.21	0.21	0.22
Other Income	51.04	0.31	1.26	1.28	1.31	1.33	1.36	1.39	1.41	1.44	1.47
Total Income	190.64	46.87	189.92	192.96	196.44	200.36	204.37	208.46	212.62	216.88	221.21

2. Cost of Service

Cost of service is divided into 2 parts, which are fixed service costs and variable service costs, with each item detailed as follows;

- Fixed service costs consist of Cost of rental at And amortization cost of rights, which is based on the fixed cost of service during The first 9 months of the year 2019 from 1 January 2019 to 30 September 2019 and set to increase according to the inflation rate, according to the IMF, shown in Attachment 8.25 throughout the projection period.
- Variable service costs consist of advertising costs, tag tax costs Electricity costs, and repair and maintenance costs, etc., by referring to the ratio of variable service costs to service revenue during the first 9 months of 2019 from 1 January 2019 to 30 September 2019, which is equal to Approximately 34.09% of service revenue and are fixed throughout the forecast period.

EOA's costs estimates

Unit : THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Fixed service costs	47.59	8.88	35.97	36.54	37.20	37.95	38.70	39.48	40.27	41.07	41.89
Variable service cost	26.63	15.90	64.42	65.45	66.63	67.96	69.32	70.70	72.12	73.56	75.03
Total Cost	74.22	24.77	100.39	101.99	103.83	105.9	108.02	110.18	112.39	114.63	116.93

3. Selling Expenses

Consisting of salaries, staff commissions, research and development expenses, welfare expenses, and employee sales incentives, etc., by referring to the ratio of sales expenses to service income during the first 9 months of 2019, from 1 January 2019 to 30 September 2019, which is calculated as a percentage 1.94 of service income and fixed throughout the forecast period.

4. Administrative Expenses

Consisting of salaries, central service fees, consultancy and audit fees, vehicle expenses, and office rentals, etc., which are based on administrative expenses during the first 9 months of 2019, starting from 1 January 2019 to 30 September 2019 and scheduled to increase according to inflation, according to the IMF, shown in Attachment 8.25.

5. Depreciation

IFA estimated depreciation in accordance with the accounting policies of the EOA are depreciated on a straight line basis over the average 5 0.00 -12.5 0 years.

EOA's expenses estimates

Unit : THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Selling expenses	2.70	0.90	3.66	3.72	3.78	3.86	3.94	4.01	4.09	4.18	4.26
Administrative expenses	4.17	1.35	5.46	5.55	5.65	5.76	5.87	5.99	6.11	6.23	6.36
Depreciation	32.41	10.73	42.94	42.94	42.94	42.94	42.94	42.94	42.94	42.94	42.94
Total Cost	39.28	12.98	52.06	52.21	52.37	52.56	52.75	52.94	53.14	53.35	53.56

6. Finance cost

Current EOA offers short-term loans from MACO amount of THB761.00 million, with interest rate of 2.15 per year at IFA, the short-term loans from MACO such a constant value throughout the projection period.

7. Corporate income tax

Tax rate of 20 .00% of net profit before tax throughout the projection period According to the current corporate income tax rate of Thailand.

8. Assets

8.1 Net Working Capital

Summary of EOA working capital assumptions

Items	Assumptions
Assets	
- Accounts receivable	Days sales outstanding is 35 days
Liabilities	
- Accounts payable	Days payable outstanding is 78 days

IFA Based on average historical ratios for 2 years and 9 months calculated from EOA audited financial statements for the years ended 31 December 2018 and 2019 and the internal financial statements of MACO for the 3rd Quarter of 2019 ended 30 September 2019 throughout the projection period. The IFA is of the opinion that the period to consider the working capital is appropriate as it is the historical information which can properly reflect the business operation of EOA.

8.2 Capital Expenditure

Assumptions related to future investment costs The IFA has determined future investment expenses when the assets of each category are expired for accounting use, for maintenance, improvement and replacement of assets. EOA will have capital expenditure during Quarter 4, 2019 to 2023 for THB 3.25 million and 2024 to 2028 for THB 426.69 million.

Terminal Value

The IFA has prepared a financial forecast for 9.25 years ending 31 December 2028 and expects EOA to not grow the business after the said period, with cash flow growth after the period estimated (Terminal Growth Rate) equal to 0% in order to be conservative. (Conservative Basis) resulting in cash flow after the projection period is THB 600.84 million.

Summary of financial forecast of EOA

Based on the above assumptions regarding revenue, expenses, assets, liabilities, the financial projections of EOA during the 4th quarter of 2019 - 2071 are as follows:

Forecast of income statements of EOA

Unit : THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Sales and service income	139.59	46.56	188.66	191.68	195.13	199.03	203.01	207.07	211.21	215.44	219.74
Other income ¹	51.04	0.31	1.26	1.28	1.31	1.33	1.36	1.39	1.41	1.44	1.47
Total Income	190.64	46.87	189.92	192.96	196.44	200.36	204.37	208.46	212.62	216.88	221.21
Cost of service	74.22	24.77	100.39	101.99	103.83	105.9	108.02	110.18	112.39	114.63	116.93
Selling expenses	2.70	0.90	3.66	3.72	3.78	3.86	3.94	4.01	4.09	4.18	4.26
Administrative expenses	4.17	1.35	5.46	5.55	5.65	5.76	5.87	5.99	6.11	6.23	6.36
Total Cost	81.09	27.02	109.51	111.26	113.26	115.52	117.83	120.18	122.59	125.04	127.55
Depreciation	32.41	10.73	42.94	42.94	42.94	42.94	42.94	42.94	42.94	42.94	42.94
Earnings before interest and tax	77.14	9.11	37.48	38.77	40.24	41.9	43.6	45.33	47.1	48.9	50.73
Finance costs	12.32	4.09	16.36	16.36	16.36	16.36	16.36	16.36	16.36	16.36	16.36
income tax	3.17	1.00	4.22	4.48	4.78	5.11	5.45	5.79	6.15	6.51	6.87
Net Profit	61.64	4.02	16.9	17.93	19.1	20.43	21.79	23.18	24.59	26.03	27.50

Forecast of financial position of EOA

Unit : THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total Assets	1,302.12	1,292.20	1,309.29	1,327.56	1,347.06	1,367.93	1,390.18	1,413.82	1,438.88	1,465.39	1,493.38
Total Liabilities	811.41	797.48	797.67	798.01	798.41	798.85	799.31	799.77	800.24	800.72	801.22
Shareholders' Equity	490.70	494.72	511.62	529.55	548.65	569.08	590.87	614.05	638.64	664.67	692.16

Discount rate

The discount rate used to calculate the net present value of cash flows. Obtained from calculating the financial cost of the average octane bring heavy (Weighted Average Cost of Capital: " WACC") based on the capital structure of the EOA , which the IFA Independent calculating WACC the weighted average cost of debt. (Kd) and cost of equity (Ke) of EOA. The details of the discount rate are as follows:

$$WACC = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

Where:

	Description
K_E	Cost of equity or the rate of return that shareholders require (Re)
K_D	Financial cost of interest-bearing financial liabilities of EOA as of 30 September 2019 equals 2.15% per year.
T	Corporate income tax rate at 20.00%
E	Shareholders' equity according to the internal statement of financial position of EOA as of 30 September 2019 equals THB 490.70 million.
D	Financial liabilities with interest the statement of financial position within the EOA as at 30 September 2019 were THB 761.00 million.

The cost of equity (KE) or the rate of return required by a shareholder (Re) is calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_e = R_f + \beta \times (R_M - R_f)$$

Where:

	Description
R_f	Based on the yield of 10-year government bonds of Thailand is equal to 1.56% per year (data as of 31 October 2019). The IFA considers that 10- year government bonds are long-term bonds that highly liquid trading higher, so there is a risk of lack of liquidity (liquidity risk's) and financial risk for (reinvestment Act of risk's) that can mirror the low pass. Return on assets at risk as well.
β	The coefficient of variance between returns Listed company on the Stock Exchange of Thailand Companies that have EOA- related businesses are Plan B Media PCL, Aqua Corporation PCL, and VGI PCL, compared to returns from the Stock Exchange of Thailand over the past 2 years from 31 October 2019 (Source : Capital IQ) Advisor The IFA has considered that the selected information Is the period in which the amount and frequency of data suitable for statistical calculations It also

	Description
	reflects the risks of current business conditions were good, with the Unlevered Beta equal to 0.5151 and adjusting the financial structure of the EOA to the Levered Beta of EOA equal to 1.1542.
R_M	Average return on investment in the Stock Exchange of Thailand for the past 10 years from 31 October 2009 - 31 October 2019 which is equal to 12.73 per year, which should be able to reflect the risk of the stock market in the long term

Details of the assumptions can be summarized as follows:

Details of the assumptions in the calculation of EOA

Assumptions	Amount (%)
Risk-Free Rate (R_f)	1.56%
Rate of Return of the Stock Exchange of Thailand (R_M)	12.73%
Market Risk Indicator of EOA (Levered Beta)	1.1542%
Cost of Equity (K_e)	14.45%
Cost of Debt (K_d)	2.15%
Proportion of liabilities to total assets at market value (W_d)	60.80%
Proportion of shareholders' equity to total assets at market value (W_e)	39.20%
WACC	6.71%

From the above assumptions, the calculation of the weighted average financial costs is obtained. (WACC) is equal to 6.71%, which will be used as a discount rate in calculating the expected future cash flow of the EOA.

The IFA can summarize the free cash flow of EOA (FCFF) as follows;

Forecast of net cash flow of EOA

Unit: THB Million	Q4/2562F	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Net profit from after tax operations	7.29	29.99	31.02	32.19	33.52	34.88	36.27	37.68	39.12	40.59
Non-cash items	10.73	42.94	42.94	42.94	42.94	42.94	42.94	42.94	42.94	42.94
Change of working capital	1.88	0.15	0.18	0.21	0.24	0.24	0.25	0.25	0.26	0.26
Investment cost	-	0.29	0.02	1.74	1.20	1.44	1.81	68.89	353.37	1.20
Net Cash Flow	16.15	72.48	73.75	73.17	75.02	76.14	77.14	11.48	(271.57)	82.06
Cash flow after the forecast period										600.84
Present Value of Cash Flows	15.89	66.83	63.72	59.25	56.92	54.14	51.40	7.17	(158.91)	374.47

Summary of EOA's fair value

Details	Amount (THB Million)
Present value of free cash flow of the business	590.87
Add: Cash and cash equivalents as of 30 September 2019	43.99

Details	Amount (THB Million)
Less: Current interest-bearing liabilities as of 30 September 2019	761.00
Fair value of shareholders' equity of EOA	(126.15)

Based on the cash flow projections derived from the above assumptions, using weighted average cost rate (WACC), the cash flow equivalent can be calculated at THB590.87 million, plus cash and cash equivalents as at 30 September 2019 of THB 43.99 million, and less burden on the funding assets with interest payment date on 30 September 2019 the amount of THB 761.00 million, making the fair value. The shareholders' equity of EOA is equal to THB (126.15) million.

COMASS Company Limited (COMASS)

This valuation of COMASS has limitations in the preparation of COMASS financial projections by an IFA. It is necessary to reference data from COMASS budget plan prepared by the management of MACO, together with the consideration of MACO internal financial statements for the 3rd quarter of 2019, ending 30 September 2019, including information from interviews. The management of MACO is mainly

Key assumptions of COMASS financial projections are summarized as follows.

1. Revenue

Service income

Service income consists of revenue from advertisement rental, electricity revenue, signage tax revenue, and signboard revenue.

Advertising rental income

COMASS receives income from advertising rental through 2 advertising service agreements, namely advertising service agreements made between COMASS and MACO and the advertising service contract made between COMASS and EOA are detailed below.

- MACO agreed to pay advertising fees under the advertising service contract between COMASS and MACO to COMASS at the rate of THB5,600,000 per month for a period of 1 year from 1 January 2019 until 31 December 2019 and if the expiration of the MACO contract is wishes to renew COMASS agreed to grant MACO is the first and only in the agreement, MACO will be right in the assets. In the use of billboard structure in advertising and publicizing products From the above information, the IFA estimates the advertising revenue received from MACO is equal to the product of the billboard Average monthly advertising rental rate per billboard, and the number of months in the year That estimate under the assumption that after the expiration of the contract, MACO will extend the said service contract and without any changes Significant to the business of COMASS by COMASS are still a number of billboards at 83 marker, according to data from Billboard as at 23 September 2019 on the management of the MACO has provided. In this regard, the average monthly rental rate per bill will be stable in the 4th Quarter of the year 2019 and grow according to the inflation rate, referenced from the IMF, shown in Attachment 8.25 from the year 2020F throughout the projection period. In this regard, the monthly advertising rental rate can be changed according to the number of sign boards under the service contract, which may cause COMASS advertising rental income to change Reference from an interview with the management of MACO.
- The estimated rental income from advertising services contract between COMASS and EOA at IFA estimates the rental income is advertising. From the MACO 's internal income statement for the first 9 months of 2019 which is equal to THB10.34 million to calculate monthly advertising rental rates To use in calculating

advertising rental income in the EOA projections, will receive the right to use billboard steel frame And has the right to install LED advertising media, including the EOA will have the right to manage the program (Software) for the LED advertising display, with the contract for a period of 1 year from 1 January 2019 until 31 December 2019, and if the maturity EOA wishes to renew COMASS agreed to grant the EOA is the first and only company in the contract. However, the IFA has limitations in estimating the average monthly rental rate per bill since advertising services contract between the EOA and COMASS available in several editions, each separated by a steel frame structure, which has a total of eight projects that the IFA had been advertising services contract between COMASS and EOA just some of the MACO, thus making it impossible to identify the services monthly, but the contract period and the right to renew the contract of the EOA will have the same content in each contract Based on inquiries from the management of MACO. However, the consultant has assumed that after the end of the EOA contract, the service agreement will be renewed. And there are no significant changes in operations, including specifying the number of steel frame, LED advertising screen, having 8 fixed frames throughout the projection period from the above assumptions The IFA therefore estimates that the advertising service revenue is equal to the product of the number of LED sign frames. The average monthly rental rate of advertising billboards And the number of months in that estimate year, and set the average monthly rental rate per bill to be stable in the 4th Quarter of 2019 and grow according to Thailand's inflation forecast based on the IMF as shown in Attachment 8.25 from the year 2020 throughout the projection period. In this regard, the monthly advertising rental rate can be changed according to the number of sign boards under the service contract. Which may cause COMASS advertising rental income to change the information is based on interviews with the management of MACO.

Summary of Revenue Assumptions from Billboard Rental

Items	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F
Advertising service contract between COMASS and MACO										
- Amount (Label)	83	83	83	83	83	83	83	83	83	83
- Average monthly rental rate for advertising signs (THB)	60,215	60,998	61,974	63,089	64,351	65,638	66,951	68,290	69,656	71,049
Advertising services contract between COMASS and EOA.										
- Amount (Label)	8	8	8	8	8	8	8	8	8	8
- Average sign rental rate Monthly per bill (THB Million)	0.14	0.15	0.15	0.15	0.15	0.16	0.16	0.16	0.17	0.17
Number of months (months)	3	12	12	12	12	12	12	12	12	12

Electricity Revenue

Electricity revenue Based on the proportion of Sales of Electricity to income from rental of advertising services contract between the COMASS and EOA period of 9 months of 2019, equivalent to approximately 4.00 of a rental ad on the billboard advertising the project.

Revenue of Sign Tax

Sign tax revenue Based on the proportion of Income tax on income from rental of advertising services contract between COMASS and EOA in the period of 9 months of 2019, equivalent to approximately 2.60 of a rental ad on the billboard advertising the project.

Revenue from Making Labels

Revenue from making labels based on the proportion of Revenue generated per advertising revenue under the advertising service contract between COMASS and MACO for the first 9 months of 2019, which is approximately 4.89% of advertising rental under the project service contract between COMASS and MACO.

Other income

Other incomes account for 1.46% of service income, and constant throughout the forecast from the above assumptions about revenue estimates can summarize the revenue forecast as follows;

COMASS's income estimates

Unit: THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Advertising rental income from advertising service agreement with Billboard Project	50.04	14.99	60.75	61.73	62.84	64.09	65.38	66.68	68.02	69.38	70.76
Advertising rental income from advertising service agreements for CBD-LED project	10.34	3.45	13.97	14.19	14.45	14.74	15.03	15.33	15.64	15.95	16.27
Electricity revenue	0.41	0.73	2.97	3.02	3.07	3.14	3.20	3.26	3.33	3.39	3.46
Sign tax revenue	2.48	0.14	0.56	0.57	0.58	0.59	0.60	0.61	0.63	0.64	0.65
Revenue from making labels	0.27	0.09	0.36	0.37	0.38	0.38	0.39	0.40	0.41	0.41	0.42
Other income	1.09	0.28	1.15	1.17	1.19	1.21	1.24	1.26	1.29	1.31	1.34
Total Income	64.64	19.40	78.62	79.87	81.31	82.94	84.60	86.29	88.02	89.78	91.57

2. Cost of Service

Cost of service is divided into 2 parts which are fixed service cost and variable cost of service with each item as follows;

- Fixed service costs consist of cost of rental and salary costs Which is based on fixed service costs during the first 9 months of 2019 from 1 January 2019 to 30 September 2019 and is set to increase according to inflation, according to the IMF, shown in Attachment 8.25 throughout the projection period.
- Variable service costs consist of Label tax cost, cost of rental and service of advertising media Label cost Electricity cost, and consulting fees, etc., refer to the ratio of variable service costs to service income during the first 9 months of 2019, from 1 January 2019 to 30 September 2019, which is approximately 18.29% of revenue from Service, and set to be constant throughout the projection period.

COMASS’s cost estimates

Unit : THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Fixed Service Costs	24.68	8.23	33.34	33.87	34.48	35.17	35.87	36.59	37.32	38.07	38.83
Variable Service Cost	11.62	3.55	14.31	14.54	14.80	15.10	15.40	15.71	16.02	16.34	16.67
Total Cost	36.30	11.78	47.65	48.41	49.28	50.27	51.27	52.30	53.34	54.41	55.50

3. Selling Expenses

Consisting of staff commissions, commission fees, salaries, research and development expenses, development expenses, and certifications for salespeople, etc., based on the proportion of selling expenses to service income during the first 9 months of 2019 from 1 January 2019 to 30 September 2019, which is equivalent to 6.51% of service income, and set to be constant throughout the projection period.

4. Administrative Expenses

Includes salaries, bonuses, fees, consulting fees, accounting and office rents are based on the cost of administration in the last 9 months of 2019, since 1 January 2019 to 30 September 2019, and set to increase as the rate of defaults, according to the IMF shown in Attachment 8.25.

5. Depreciation

The IFA estimates of depreciation in accordance with the accounting policies of COMASS are depreciated on a straight-line basis over the average 50.00 years.

COMASS’s expenses estimates

Unit : THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Selling Expenses	4.14	1.26	5.10	5.18	5.27	5.38	5.48	5.59	5.71	5.82	5.94
Administrative Expenses	5.51	1.81	7.33	7.45	7.58	7.74	7.89	8.05	8.21	8.37	8.54
Depreciation	7.52	2.50	9.99	9.98	9.98	9.98	9.98	9.98	9.98	9.98	9.98
Total Cost	17.17	5.57	22.42	22.61	22.83	23.10	23.35	23.62	23.90	24.17	24.46

6. Finance cost

Currently, COMASS has no interest-bearing liabilities, and stipulates that there will be no future loans. MACO does not have the policy for COMASS to borrow in the future.

7. Corporate Income Tax

Tax rate of 20.00% of net profit before tax throughout the projection period, according to the current corporate income tax rate of Thailand.

8. Assets

8.1 Net Working Capital

Summary of COMASS's Working Capital

Items	Assumptions
Asset	
- Account receivables	Days sales outstanding is 60 days
Debt	
- Account payables	Days payable outstanding is 81 days

IFA based on average historical ratios from 2017 to the first 9 months of 2019 calculated from COMASS audited financial statements for the year ended 31 December 2018 and 31 December 2019 and the internal financial statements of MACO for the 3rd Quarter of 2019 ending 30 September 2019 throughout the projection period. The IFA is of the opinion that the period to consider the working capital is appropriate as it is the historical information which can properly reflect the business operation of COMASS.

8.2 Capital Expenditure

Assumptions related to future investment costs, the IFA has determined future investment expenses when the assets of each category are expired for accounting use for maintenance, improvement and replacement of assets. COMASS will have capital expenditure during Quarter 4, 2019 to 2023 for THB 49.91 million and 2024 to 2028 for THB 49.92 million.

Terminal Value

The IFA has prepared a financial forecast for 9.25 years ending 31 December 2028. It is expected that COMASS will not have business growth after the said period, with cash flow growth after the period. Estimated (Terminal Growth Rate) equals 0% in order to be conservative. (Conservative Basis) resulting in cash flow after the projection period is THB138.06 million.

Summary of financial forecast of COMASS

Based on the above assumptions regarding revenue, expenses, assets, liabilities, the financial projections of COMASS during the 4th Quarter of 2019 - 2071 are as follows:

Forecast of income statements of COMASS

Unit : THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Sales and service income	63.54	19.40	78.62	79.87	81.31	82.94	84.60	86.29	88.02	89.78	91.57
Other income ¹	1.09	0.28	1.15	1.17	1.19	1.21	1.24	1.26	1.29	1.31	1.34
Total Income	64.64	19.68	79.77	81.04	82.50	84.15	85.84	87.55	89.31	91.09	92.91
Cost of service	36.30	11.78	47.65	48.41	49.28	50.27	51.27	52.30	53.34	54.41	55.50
Selling expenses	4.14	1.26	5.10	5.18	5.27	5.38	5.48	5.59	5.71	5.82	5.94
Administrative expenses ¹	5.51	1.81	7.33	7.45	7.58	7.74	7.89	8.05	8.21	8.37	8.54
Total Cost	45.95	14.85	60.08	61.04	62.13	63.39	64.64	65.94	67.26	68.60	69.98
Depreciation	7.52	2.50	9.99	9.98	9.98	9.98	9.98	9.98	9.98	9.98	9.98
Earnings before interest and tax	11.17	2.34	9.70	10.02	10.38	10.79	11.20	11.63	12.06	12.50	12.95
Finance costs	-	-	-	-	-	-	-	-	-	-	-
income tax	2.24	0.47	1.94	2.00	2.08	2.16	2.24	2.33	2.41	2.50	2.59
Net profit	8.93	1.87	7.76	8.02	8.30	8.63	8.96	9.30	9.65	10.00	10.36

Remark: ¹The IFA estimated other income of COMASS with no interest income from other companies and net loss of selling assets due to the one-time event.

Forecast of financial position of COMASS

Unit : THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total assets	97.48	100.26	108.84	117.71	126.39	135.37	144.70	154.29	164.23	174.53	185.20
Total liabilities	15.30	16.20	17.02	17.87	18.25	18.60	18.97	19.26	19.55	19.85	20.16
Shareholders' equity	82.18	84.06	91.82	99.84	108.14	116.77	125.73	135.03	144.68	154.68	165.04

Discount rate

The discount rate used to calculate the net present value of cash flows. Obtained from calculating the financial cost of the average octane bring heavy (Weighted Average Cost of Capital: " WACC") based on the capital structure of COMASS which the IFA has calculated the WACC the weighted average cost of debt (K_D) and the cost of equity (K_E) of COMASS, which has details of the discounted projections as follows

$$WACC = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

Where:

	Description
K_E	Cost of equity or the rate of return that shareholders require (Re)
K_D	The financial costs of COMASS interest-bearing financial liabilities on 30 September 2019 equals 2.15% per year.
T	Corporate income tax rate at 20.00%
E	The shareholders' equity under COMASS internal financial statement as of 30 September 2019 equals to THB 84.06 million.
D	No interest-bearing financial liabilities according to COMASS internal financial statements as of 30 September 2019.

The cost of equity (KE) or the rate of return required by a shareholder (Re) is calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_e = R_f + \beta \times (R_M - R_f)$$

Where:

	Description
R_f	Based on the yield of 10-year government bonds of Thailand is equal to 1.56% per year (data as of 31 October 2019). The IFA considers that 10-year government bonds are long-term bonds that highly liquid trading higher, so there is a risk of lack of liquidity (Liquidity Risk's) and financial risk for (Reinvestment Act Of Risk's) that can mirror the low pass. Return on assets at risk as well.
β	The coefficient of variance between returns Listed company on the Stock Exchange of Thailand The business operations that are associated with COMASS are Plan B Media PCL, Aqua Corporation PCL and VGI PCL, compared to the return of the Stock Exchange of Thailand for the past 2 years from 31 October 2019 (Source : Capital IQ) Advisor The IFA has considered that the selected information is the period in which the amount and frequency of data suitable for statistical calculations It also reflects the risks of current business conditions were good, with the Unlevered Beta equal to 0.5151 and adjusting the financial structure of COMASS to the Levered Beta of COMASS equal to 0.5151.
R_M	Return on investment in the stock market of Thailand In the past 10 years, since 31 October 2009 - 31 October 2019, which is equal to 1%, 2.73 per year, which seems to reflect the risk of the stock market in the long term as well.

Details of the assumptions can be summarized as follows:

Details of the assumptions in the calculation of COMASS

Assumptions	Amount (%)
Risk-Free Rate (Rf)	1.56%
Rate of Return of the Stock Exchange of Thailand (Rm)	12.73%
Market Risk Indicator of COMASS (Levered Beta)	0.5151
Cost of Equity (Ke)	7.31%
Cost of Debt (Kd)	2.15%
Proportion of liabilities to total assets at market value (W_d)	-
Proportion of shareholders' equity to total assets at market value (W_e)	100.00%
WACC	7.31%

From the above assumptions will result in WACC calculating the weighted average financial cost (WACC) of 7.31%, which will be used as a discount rate in calculating the future net cash flows expected to be received by COMASS.

The IFA can summarize COMASS Free Cash Flow to Firm (FCFF) as follows:

Forecast of net cash flow of COMASS

Unit : THB Million	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Net profit from after tax operations	1.87	7.76	8.02	8.30	8.63	8.96	9.30	9.65	10.00	10.36
Non-cash items	2.50	9.99	9.98	9.98	9.98	9.98	9.98	9.98	9.98	9.98
Change of working capital	3.91	0.70	0.45	(0.08)	(0.16)	(0.16)	(0.25)	(0.25)	(0.26)	(0.26)
Investment cost	-	-	(28.17)	(21.74)	-	-	(0.01)	(28.17)	(21.74)	-
Net Cash Flow	8.28	18.44	(9.71)	(3.53)	18.45	18.78	19.03	(8.79)	(2.01)	20.08
Cash flow after the forecast period										138.06
Present Value of Cash Flows	8.14	16.89	(8.29)	(2.81)	13.67	12.97	12.24	(5.27)	(1.12)	82.32

Summary of COMASS's fair value

Description	Amount (THB Million)
Present value of free cash flow of the business	128.73
Add: Cash and cash equivalents as of 30 September 2019	41.67
Less: Current interest-bearing liabilities as of 30 September 2019	-
Fair value of shareholders' equity of COMASS	170.40

Based on the cash flow projections obtained from the above assumptions using the weighted average cost rate (WACC), the current value of cash flows can be calculated at THB 128.73 million, plus cash and cash equivalents as at 30 September 2019 of THB 41.67 million, making the fair value of the equity shares of COMASS of THB 170.40 million.

Trans Ad Solution Company Limited (TRAT)

This valuation of TRAT has limitations in the preparation of financial projections of TRAT by an IFA It is necessary to refer to the data from the TRAT budget plan prepared by MACO management. In addition, the consideration together with the internal financial statements of MACO for the 3rd quarter of the year ending 30 September 2019, including information from the interview with the management of MACO, mainly because TRAT was unable to provide detailed information on past revenue from Sales and services classified by customer and business type, employment, success rate

Key assumptions of TRAT financial projections are summarized as follows.

1. Revenue

Sales Revenue

Revenue from sales is revenue from system installation services. The IFA is based on the Sales revenue is revenue from system installation services. The IFA referred the estimates made by MACO since the revenue depends on the expansion plans of the client companies of TRAT which are difficult to estimate. First 3 quarters of the year 2019 higher than annual revenue forecast 2019 prepared by MACO significantly The IFA is of the opinion that the future revenue of TRAT can be in accordance with the estimates made by MACO.

Revenue from sales is revenue from system installation services, based on the total revenue forecast provided by MACO and divided into sales revenue Service income, and other income, according to the average income ratio in the past from April 2014 to September 2019, which is 76.60%, 23.12%, and 0.28 % of total revenue respectively

It is estimated that 2019 will have sales revenue of THB675.07 million, which is based on MACO's internal income statement for the 3rd Quarter of 2019, ended 30 September 2019, and the 4th Quarter of the year 2019 and 2020, based on the estimates of MACO's management, which has a proportionate value of less than the first 3 quarters of 2019 and from 2021 onwards, has a growth rate according to Thailand's inflation forecast based on data from the IMF presented in the attachment. 8.25 throughout the projection period in order to be conservative basis.

Service Income

Consisting of revenue from the maintenance service business and income from advertising rental

Revenue from Maintenance Services

IFA Estimates for the year 2019 Income from maintenance services to THB107.97 million, based on the income statement within the MACO for the first 9 months of 2019 and projections to the year 2020 with a growth rate of revenue, down by 7.19%, according to the management's estimate of MACO, and from 2021 onwards, the growth rate is based on the inflation forecast of Thailand, based on the IMF data, shown in Attachment 8.25 until the projection period In order to be careful (Conservative Basis).

Advertising Income

The IFA estimated that 2019 will earn advertising revenue of THB1.44 million, by referring to the internal income statement of MACO for the first 9 months of 2019 and estimates from 2020 onwards to be stable throughout the projection period. In order to be careful (Conservative basis) since TRAT does not have plans to increase the price of this advertising rental.

Other Income

Other income accounted for 0.28% of its revenue from sales and based on the proportion of income on average in the period from 1 April 2014 to date 30 September 2019 and the proportion shall be fixed throughout the projection period.

TRAT's income estimates

Unit : THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Sales Revenue	591.60	83.46	332.00	337.31	343.39	350.25	357.26	364.40	371.69	379.12	386.71
Service Income	82.78	25.55	101.65	103.25	105.08	107.16	109.27	111.43	113.63	115.87	118.16
Other Income	1.08	0.31	1.22	1.24	1.26	1.28	1.31	1.34	1.36	1.39	1.42
Total Income	675.47	109.32	434.87	441.80	449.73	458.69	467.84	477.17	486.68	496.38	506.28

2. Cost of Sales and Services

Cost of Sales

Cost of sales is 83.85% of sales revenue, referring to MACO internal income statement for the first 9 months of 2019.

Cost of Maintenance Services

The cost of maintenance services is equal to 15.79 % of the revenue from maintenance services, referring to the statement from MACO internal profit and loss statement for the first 9 months of 2019.

Costs from Other Services

Costs from other services are divided into 2 parts which are fixed service costs and variable cost of service with details as follows;

- Fixed service costs consist of Salary and overtime costs, which are based on fixed service costs for the first 9 months of 2019, are set to increase from 2020 onwards, based on inflation referenced from the IMF, shown in Attachment 8.25.
- Variable service costs consist of operating costs and consulting fees, which are 2.57 % of total revenue, referring to the ratio of variable service costs to revenue during the first 3 quarters of 2019 from 1 January 2019 to 30 September 2019.

TRAT's costs estimates

Unit : THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Cost of sales	496.03	69.98	278.37	282.82	287.91	293.67	299.54	305.54	311.65	317.88	324.24
Cost of maintenance services	13.07	3.98	15.82	16.07	16.36	16.69	17.02	17.37	17.71	18.07	18.43
Costs from other services	30.22	7.06	28.40	28.86	29.38	29.96	30.56	31.17	31.79	32.43	33.08
Total Cost	529.33	81.02	322.59	327.75	333.65	340.32	347.13	354.07	361.15	368.38	375.74

3. Selling Expenses

Consisting of promotional expenses and advertising, which is 0.12% of total revenue, referring to the ratio of selling expenses to total revenue From MACO internal income statement for the first 9 months of 2019.

4. Administrative Expenses

Comprising salaries, centralized service fees, consulting fees, vehicle expenses, and office rental fees, etc., based on administrative expenses from the internal profit and loss statement of MACO for the first 9 months of 2019 and set to increase according to the inflation rate referenced from the IMF as shown in Attachment 8.25.

5. Depreciation

The IFA estimates the depreciation to be in accordance with the accounting policy of MACO which has a straight-line depreciation based on the average useful life of 3.00 - 5.00 years.

TRAT's expenses estimates

Unit : THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Selling Expenses	0.80	0.13	0.51	0.52	0.53	0.54	0.55	0.56	0.57	0.58	0.60
Administrative Expenses	20.64	5.38	21.81	22.16	22.56	23.01	23.47	23.94	24.42	24.91	25.40
Depreciation	0.93	0.43	1.71	1.71	1.71	1.71	1.71	1.71	1.71	1.71	1.71
Total Cost	22.37	5.94	24.03	24.38	24.79	25.25	25.72	26.20	26.69	27.19	27.70

6. Finance cost

Interest expenses from financial institutions loans. The interest rate is approximately 3.17% per year, based on the current loan rate based on information provided by MACO management and requires no future borrowing after the loan is fully repaid.

7. Corporate Income Tax

Tax rate of 20.00% of net profit before tax throughout the projection period According to the current corporate income tax rate of Thailand.

8. Assets

8.1 Net Working Capital

Summary of TRAT's Working Capital

Items	Assumptions
Asset	
- Accounts receivable	Days sales outstanding is 167 days
Liabilities	
- Accounts payable	Days payable outstanding is 200 days

IFA is based on the average of the past 2 years and 6 months ratios calculated from TRAT's audited financial statements for the years ended 31 March 2018 and 2019 and the internal financial statements of MACO for the 3rd Quarter of 2019 ended 30 September 2019 throughout the projection period.

8.2 Capital Expenditure

Assumptions relating to future investment costs, the IFA has determined future investment expenses when the assets of each type are due to expire in order to maintain, improvement, and replacement of assets. TRAT will have capital expenditure during Quarter 4, 2019 to 2023 for THB 9.61 million and 2024 to 2028 for THB 6.46 million.

Terminal Value

The IFA has prepared a financial forecast for 9.25 years ending 31 December 2028 and expects MACO to not have business growth after the said period, with a cash flow growth rate after the period Estimated (Terminal Growth Rate) equal to 0 percent in order to be conservative (Conservative basis) resulting in cash flow after the projection period is equal to THB 1,133.66 million.

Summary of financial forecast of TRAT

Based on the assumptions regarding the estimated revenue, expenses, assets, liabilities above, the financial projections of TRAT in the 4th Quarter of 2019 - 2071 are as follows:

Forecast of income statements of TRAT

Unit : THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Sales and service income	675.47	109.01	433.65	440.56	448.47	457.41	466.53	475.83	485.32	495.00	504.87
Other income ¹	68.03	0.31	1.22	1.24	1.26	1.28	1.31	1.34	1.36	1.39	1.42
Total Income	743.49	109.32	434.87	441.80	449.73	458.69	467.84	477.17	486.68	496.38	506.28
Cost of service	539.33	81.02	322.59	327.75	333.65	340.32	347.13	354.07	361.15	368.38	375.74
Selling expenses	0.80	0.13	0.51	0.52	0.53	0.54	0.55	0.56	0.57	0.58	0.60
Administrative expenses	20.64	5.38	21.81	22.16	22.56	23.01	23.47	23.94	24.42	24.91	25.40

Unit : THB Million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total Cost	560.76	86.53	344.91	350.43	356.74	363.87	371.15	378.57	386.14	393.86	401.74
Depreciation	0.93	0.43	1.71	1.71	1.71	1.71	1.71	1.71	1.71	1.71	1.71
Earnings before interest and tax	181.80	22.36	88.25	89.66	91.28	93.11	94.98	96.89	98.83	100.81	102.84
Finance Costs	2.76	0.24	0.72	0.48	0.24	-	-	-	-	-	-
Income Tax	23.85	4.42	17.50	17.84	18.21	18.62	19.00	19.38	19.77	20.16	20.57
Net Profit	155.18	17.70	70.02	71.35	72.83	74.49	75.99	77.51	79.07	80.65	82.27

Remark: ¹For 9-month period 2019, other income includes interest income, dividend income, administrative expenses, loss from exchange rate. The IFA estimates that TRAT will not have such revenue and expense in the 4th quarter of 2019 and 2020 onwards. This is due to the nature of the items which are one-time or fluctuated with the external factors.

Forecast of financial position of TRAT

Unit : THB Million	9M/2562A	2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total Assets	790.92	748.24	811.06	877.25	945.28	1,015.33	1,094.54	1,175.34	1,257.76	1,341.83	1,427.58
Total Liabilities	278.48	25.26	17.66	10.06	2.46	2.46	2.46	2.46	2.46	2.46	2.46
Shareholders' Equity	512.45	530.15	600.17	671.51	744.34	818.84	894.82	972.33	1,051.40	1,132.05	1,214.32

Discount rate

The discount rate used to calculate the net present value of cash flows. It is calculated by weighted average cost of capital ("WACC") according to TRAT capital structure. The IFA calculated WACC from the weighted average cost of debt (K_D), and the cost of equity (K_E) of TRAT, which has details of the discounted projections as follows

$$WACC = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

Where:

	Description
K_E	Cost of equity or the rate of return that shareholders require (R_E)
K_D	The financial costs of the interest-bearing financial liabilities of TRAT on 30 September 2019 are equal to 3.17%
T	Corporate income tax rate at 20.00%
E	The shareholders' equity under TRAT internal financial statement as of 30 September 2019 is equal to THB512.45 million.
D	Interest-bearing financial liabilities according to TRAT internal financial position statement as of 30 September 2019 equals THB67.44 million.

The cost of equity (K_E) or the return on equity (R_E) is calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_E = R_F + \beta \times (R_M - R_F)$$

Where:

	Description
R_f	Based on the yield of 10-year government bonds of Thailand is equal to 1.56% per year (data as of 31 October 2019). The IFA considers that 10-year government bonds are long-term bonds that Trading liquidity is high, therefore there is a risk of liquidity. Risk, and low reinvestment risk, making it a good reflection of the return on investment in non-risk assets.
β	The coefficient of variance between returns Listed company on the Stock Exchange of Thailand The companies that have a business relationship with TRAT are Plan B Media PCL, Aqua Corporation PCL, and VGI PCL, compared to returns from the Stock Exchange of Thailand over the past 2 years from 31 October 2019 (Source : Capital IQ) Advisor The IFA has considered that the selected information Is the period in which the amount and frequency of data suitable for statistical calculations It also reflects the risks of current business conditions were good, with the Unlevered Beta equal to 0.5151 and adjusting the financial structure of TRAT to the Levered Beta of TRAT equal to 0.5694.
R_M	Return on investment in the stock market of Thailand in the past 10 years, which is equals 12.73% per year, which seems to reflect the risk of the stock market in the long term as well.

Details of the assumptions can be summarized as follows:

Details of the assumptions in the calculation of TRAT

Assumptions	Amount (%)
Risk-Free Rate (R_f)	1.56
Rate of Return of the Stock Exchange of Thailand (R_M)	12.73
Market Risk Indicator of TRAT (Levered Beta)	0.5694
Cost of Equity (K_e)	7.92
Cost of Debt (K_d)	3.17
Proportion of liabilities to total assets at market value (W_d)	11.63
Proportion of shareholders' equity to total assets at market value (W_e)	88.37
WACC	7.29

From the above assumptions It will calculate the weighted average financial cost (WACC) of 7.29%, which will be used as a discount rate in calculating the net cash flow expected to receive in the future of TRAT.

The IFA can summarize the free cash flow of TRAT (FCFF) as follows;

Forecast of net cash flow of TRAT

Unit : THB Million	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Net profit from after tax operations	17.89	70.60	71.73	73.03	74.49	75.99	77.51	79.07	80.65	82.27
Non-cash items	0.43	1.71	1.71	1.71	1.71	1.71	1.71	1.71	1.71	1.71
Change of working capital	(49.40)	0.03	0.23	0.26	0.30	0.30	0.31	0.32	0.32	0.33
Investment cost	-	(4.40)	(1.03)	-	(4.18)	(1.03)	(0.20)	(4.20)	(0.85)	(0.19)
Net cash flow	(31.09)	67.94	72.64	75.00	72.31	76.96	79.33	76.89	81.84	84.12
Cash flow after the forecast period										1,132.57

Opinion of the Independent Financial Advisor on the Asset Acquisition, Issuance and Offering of the Newly Issued Ordinary Shares of the Company through a Private Placement which is a Connected Transaction and Entering into the Right to Sell Advertising Media Agreement which is a Connected Transaction.



Unit : THB Million	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Present value of cash flows	(30.54)	62.21	62.00	59.66	53.62	53.18	51.09	46.15	45.79	634.44

Summary of TRAT's fair value

Description	Amount (THB Million)
Present value of free cash flow of the business	1,037.60
Add: Cash and cash equivalents as of 30 September 2019	179.83
Less: Current interest-bearing liabilities as of 30 September 2019	67.44
Fair value of shareholders' equity of TRAT	1,150.00

Based on the cash flow projections derived from the above assumptions, using the weighted average cost rate (WACC), the current value of cash flows can be calculated at THB1,037.60 million plus cash and cash equivalents. Based on the conversion of debt to equity in the company, TRAM as of 30 September 2019, representing the amount of THB179.83 million and less burden on the funding assets with interest payment date on 30 September 2019 of THB67.44 million, making the fair value of the segment of TRAT shareholders equals THB1,150.00 million.

Transad Malaysia Sdn. Bhd. (TRAM)

This valuation for TRAM have limitation in preparation of financial projections, the IFA need to refer data from TRAM budget plan prepared by MACO executives along with consideration of the third quarter results of internal financial statement ended at 30 September 2019, including the data mainly gathering from an interview with MACO management team since TRAM financial budget is only available from the company's start date on 9th July 2018 to 31st March 2019 and MACO cannot provide the historical details of income from sales and services classified by customer type and industry, employment success rate etc.

Estimated revenue referring to Weighted-average Exchange Rate from Bank of Thailand at 30 September 2019 is 7.41 THB per Ringgit.

1. Revenue

Revenue from billboard rental service

Revenue from billboard rental service through an advertising service contract between TRAM and GM MUSB and Titanium which TRAM is a provider of advertising space rental to the company aforementioned. Advertising service contract specified service rates for TRAM. However, the IFA did not received the contract or the draft contract for this transaction from MACO or TRAM.

However, the IFA provided the financial estimation based on reference data prepared by MACO since TRAM income significantly improved during 1st June 2019 to 30 September 2019 which is the latest information, hence it was possible that TRAM would generate income according to MACO's financial estimation.

TRAM's income estimates

Unit : million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Advertising rental income	6.33	3.87	88.81	101.92	104.37	106.77	109.12	111.52	113.97	116.48	119.04
Total income	6.33	3.87	88.81	101.92	104.37	106.77	109.12	111.52	113.97	116.48	119.04

2. Cost of service

Cost of service consist of cost of other service which accounted for 0.35 percent of total revenue referring to the ratio of other service fees to total revenue during the first nine months of year 2019

TRAM's cost estimates

Unit : million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Cost of other services	0.02	0.01	0.31	0.36	0.37	0.38	0.38	0.39	0.40	0.41	0.42
Total cost	0.02	0.01	0.31	0.36	0.37	0.38	0.38	0.39	0.40	0.41	0.42

3. Administrative expenses

Administrative expenses consisted of salary, office rental income and provident fund etc. which was estimated by referring to administrative expenses during the first nine month of the year 2019 and the IFA referred to TRAM's expansion plan for the forecast of administrative expenses between 2020 to 2023 and set to increase according to the inflation rate from 2024 onwards, according to the IMF, shown in appendix 8.25.

4. Depreciation

The IFA estimates the depreciation in accordance with MACO accounting policy that calculated based on the straight-line depreciation on the average useful life of 5.00 - 8.00 years

TRAM's expenses estimates

Unit : million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Administrative expenses	9.86	3.85	23.85	25.04	26.92	28.92	29.55	30.20	30.87	31.55	32.24
Depreciation	2.98	4.85	46.48	46.48	46.48	46.48	46.48	46.48	46.48	46.48	46.48
Total cost	12.84	8.70	70.33	71.52	73.40	75.40	76.03	76.68	77.35	78.03	78.72

5. Finance cost

Interest expenses according to current loans by estimating repayment of loans and interest under loan agreements which has interest rate equal to 5.00 percent per year Which is the rate of loans from MACO and stipulates that there will be no future loans after the loan is fully returned.

6. Corporate income tax

Tax rate of 24.00 percent of net profit before tax throughout the projection period according to the current Malaysia corporate income tax rate.

7. Assets

7.1 Net working capital

Summary of TRAM's working capital

Items	Assumptions
Assets	
– Account receivables	Days sales outstanding is 30 days
Liabilities	
– Account payables	Days payable outstanding is 30 days

Since TRAM has a short history of operations and low transaction volume compared to the future plans. The IFA cannot refer to the historical average ratio, therefore uses the assumptions of working capital that corresponds to TRAM's main income and expenses.

7.2 Capital expenditure

Assumptions related to capital expenditure based on MACO management estimate, which will be invested in fixed assets for the future projects with details as shown in the table below for the period from 1 October 2019 to 31 December 2020 and set the capital expenditures when assets in each category expire in accounting periods for maintenance, improvement and replacement of assets. TRAM will have capital expenditure during 2021 to 2028 for THB 231.68 million.

Summary assumption of TRAM capital expenditure

Unit : million THB	Q4/2562E	2563F
MRT projects	6.51	14.83
Airport projects	68.00	114.76
Vertical media projects	2.54	1.58
Total	77.05	131.17

Terminal Value

The IFA has prepared a financial forecast for 9.25 years ending December 31 2028 and expect no business growth for TRAM after the mentioned period. The growth rate of cash flow after the projection (Terminal Growth Rate) is equal to 0 percent in accordance with conservative basis resulting in cash flow after the projection period of 245.36 million THB.

Summary of financial forecast of TRAM

Based on the assumptions of revenue, expenses, assets, liabilities, above, TRAM's financial projections during the 4th quarter of 2019 – 2028 detail as below.

Forecast of income statements of TRAM

Unit : million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Sales and service income	6.33	3.87	88.81	101.92	104.37	106.77	109.12	111.52	113.97	116.48	119.04
Other income ¹	0.93	-	-	-	-	-	-	-	-	-	-
Total income	7.26	3.87	88.81	101.92	104.37	106.77	109.12	111.52	113.97	116.48	119.04
Cost of service	0.02	0.01	0.31	0.36	0.37	0.38	0.38	0.39	0.40	0.41	0.42
Administrative expenses	9.98	3.85	23.85	25.04	26.92	28.92	29.55	30.20	30.87	31.55	32.24
Total cost	10.00	3.87	24.16	25.40	27.29	29.29	29.94	30.60	31.27	31.96	32.66
Depreciation	2.98	4.85	46.48	46.48	46.48	46.48	46.48	46.48	46.48	46.48	46.48
Earnings before interest and tax	(5.73)	(4.84)	18.17	30.04	30.60	30.99	32.70	34.44	36.22	38.04	39.90
Finance costs	3.43	7.97	12.43	9.38	6.14	2.82	3.27	6.97	4.00	0.25	0.00
Income tax	-	0.16	0.16	0.16	0.16	0.16	0.16	0.16	0.16	0.16	0.16
Net profit (loss)	(9.16)	(12.97)	5.58	20.50	24.30	28.02	29.26	27.31	32.06	37.63	39.74

Remark: ¹For 9-month period 2019, other income includes interest income, dividend income, administrative expenses, loss from exchange rate. The IFA estimates that TRAM will not have such revenue and expense in the 4th quarter of 2019 and 2020 onwards. This is due to the nature of the items which are one-time or fluctuated with the external factors.

Forecast of financial position of TRAM

Unit : million THB	9M/2562A	2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total assets	94.99	140.48	235.51	190.11	143.83	98.89	130.35	225.21	190.28	144.00	169.30
Total liabilities	102.03	160.34	251.00	189.89	125.02	58.67	67.77	141.76	82.34	7.35	2.32
Shareholders' equity	(7.04)	(19.85)	(15.49)	0.21	18.80	40.22	62.58	83.45	107.94	136.66	166.98

Discount rate

The discount rate used to calculate the net present value of cash flows is calculated from the Weighted Average Cost of Capital ("WACC") according to TRAM's capital structure. This is because the shareholders' equity as of 30 September 2019 is negative. Hence, the IFA used the assumption that MACO converted all loans to TRAM into capital in the discount rate calculation. The IFA has calculated the WACC from TRAM's weighted average cost of debt (K_D) and cost of equity (K_E). The details of the estimated discount rate are as follows:

$$WACC = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

Where:

	Description
K _E	Cost of equity or the rate of return that shareholders require (Re)
K _D	The financial costs of TRAM's interest-bearing financial liabilities on 30 September 2019 are equal to 5.00 percent.
T	Corporate income tax rate at 20.00 percent
E	Shareholders' Equity according to TRAM's internal financial statement as of September 30, 2019 is 87.96 million THB under the assumption of debt to equity conversion.
D	Interest-bearing financial liabilities on TRAM's internal financial position statement as of 30 September 2019 equals 0 THB under the assumption of debt to equity conversion.

The cost of equity (K_E) or the return on equity (Re) is calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_E = (R_F + \beta \times (R_M - R_F)) + \text{Country risk premium}$$

Where:

	Description
R _F	Based on the yield of 10-year government bonds of America is equal to 1.69 percent per year (data as of October 31, 2019) The IFA considers that the 10-year government bonds are long-term bonds with high trading liquidity. Therefore, there is low liquidity risk and reinvestment risk which helps to reflect the return on investment in non-risk assets.

	Description
β	The coefficient of variance between the returns of companies listed on the Malaysian stock exchange Which has advertising media business similar to TRAM, namely Media Prima Berhad and Seni Jaya Corporation Berhad compared with the returns of the Stock Exchange of Malaysia for the past 2 years from 31 October 2017 - 31 October 2019. (Source: Capital IQ) The average unlevered beta of the two companies above is 0.9006 and when adjusted by TRAM's financial structure will resulted in the TRAM Levered Beta of 0.9006.
R_M	The average return on investment in the United States stock exchange over the past 10 years from October 31, 2009 - October 31, 2019 is equal to 11.59 percent per year which should be able to better reflect the risk of the stock market in the long term.
Country risk premium	The risk compensation for Malaysia is equal to 1.67 percent (Source: Damodaran http://pages.stern.nyu.edu/~adamodar/As of January 2019)

Details of the assumptions can be summarized as follows

Details of the assumptions in the calculation of TRAM

Assumptions	Amount (%)
Risk-Free Rate (Rf)	1.69
Rate of Return of US Stock Market (Rm)	11.59
Market Risk Indicator of TRAM (Levered Beta)	0.9006
Cost of Equity (Ke)	12.27
Cost of Debt (Kd)	5.00
Proportion of liabilities to total assets at market value (W_d)	-
Proportion of shareholders' equity to total assets at market value (W_e)	100.00
WACC	12.27

From the above assumptions Will get the weighted average financial cost calculation (WACC) of 12.27 percent which will be used as a discount rate to calculate the future cash flows expected from TRAM

The IFA can summarize the free cash flow of TRAM (FCFF) as follows

Forecast of net cash flow of TRAM

Unit : million THB	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Net profit from after tax operations	(4.84)	13.81	22.83	23.25	23.55	24.85	26.17	27.53	28.91	30.32
Non-cash items	4.85	46.48	46.48	46.48	46.48	46.48	46.48	46.48	46.48	46.48
Change of working capital	(3.63)	(4.68)	(1.07)	(0.20)	(0.20)	(0.19)	(0.20)	(0.20)	(0.21)	(0.21)
Investment cost	(77.05)	(135.47)	-	-	(1.34)	(77.75)	(141.15)	(11.34)	-	(0.10)
Net cash flow	(80.68)	(79.85)	68.24	69.53	68.50	(6.61)	(68.69)	62.46	75.18	76.50
Cash flow after the forecast period										245.36
Present value of cash flows	(78.38)	(69.09)	52.59	47.73	41.88	(3.60)	(30.55)	24.74	26.52	101.14

Summary of TRAM's fair value

Description	Amount (million THB)
Present value of free cash flow of the business	112.98
Add: Cash and cash equivalents as of 30 September 2019	27.52
Less: Current interest-bearing liabilities as of 30 September 2019	-
Fair value of shareholders' equity of TRAM	140.50

From the cash flow projections derived from the above assumptions using weighted average cost rate (WACC), the present value of cash flows of 122.98 million THB plus cash and cash equivalents as of 30 September 2019 in the amount of 27.52 million THB resulting in the fair value of TRAM shareholders' equity of 140.50 million THB.

Roctec Technology Ltd. (ROC)

This valuation of ROC has limitations in the preparation of ROC's financial projections. The IFA is necessary to refer to the data from the ROC budget plan prepared by the MACO management together with consideration of MACO's internal financial statements for the 3rd quarter of the year ending 30 September 2019 including the information mainly from interviews with MACO's management since the ROC is unable to provide detailed information on past sales and service revenue classified by customer and business type Success rate, cost of sales and services classified by business type, etc.

Key assumptions of ROC's financial projections are summarized as follows:

1. Revenue

ROC engages in the service of development and telecommunication system development and maintenance such as the Passenger Information Display System, Trainborne Wireless Digital Broadcasting System, Display Solution for Sports / Public Stadium, and other information systems with target business groups such as Transport Business, Group Government agency, Public utility School Business Group, Banking and Finance Business Group and the communication business group etc.

Currently, ROC divides its main income into 2 groups consisting of sales revenue which is the sale of related equipment such as LED screen, computer system, speakers, CCTV system and audio equipment etc. And service income which can be divided into revenue from telecommunications system development and system integration business and maintenance service business

Sales income

Sales revenue is based on the internal profit and loss statement of MACO for the first 9 months of 2019 and is estimated from 2020 onwards with the growth rate of sales revenue equal to 3.51 percent throughout the projection period according to the revenue growth rate from sales and services of the past average by referring to the audited financial statements between the year ended 31 March 2018 to 2019 and the internal profit and loss statement of MACO for the first 9 months of 2019 which is lower than the growth rate of GDP of Hong Kong Special Administrative Region Of the People's Republic of China and the growth rate of government expenditure of the Hong Kong Special Administrative Region of the People's Republic of China on average over the past 10 years in a conservative basis.

Service income

Consisting of 1) revenue from system integration business and 2) revenue from maintenance service business, the IFA estimates the revenue from the service income based on the internal profit and loss statement of MACO for the first 9 months of 2019 and from 2020 onwards. The service revenue growth is equal to 3.51 percent throughout the projection. According to the growth rate of revenue from sales and services of the past average by referring to the audited financial

statements between the year ended 31 March 2017 to 2019 and the internal profit and loss statement of MACO for the first 9 months of 2019 which is lower than the growth rate of GDP of Hong Kong Special Administrative Region Of the People's Republic of China and the growth rate of government expenditure of the Hong Kong Special Administrative Region of the People's Republic of China Average of the past 10 years and below the estimates of the management of MACO in conservative basis.

ROC historical revenue

Unit: HK Dollar million	31 March 2016 - 31 March 2017 ^{1/}	31 March 2017 - 31 March 2018 ^{2/}	31 March 2018 - 31 March 2019 ^{3/}	1 January 2019 – 30 September 2019 ^{4/}
Sale income	15.14	15.89	13.36	7.02
Service income	258.52	254.12	260.61	219.80
Total income	273.66	270.01	273.97	226.82
Growth rate	n/a	-1.33%	1.47%	10.39%

Remark: ^{1/2/3/} Audited financial statements for the year ended 2017, 2018, and 2019 as of 31 March 2017, 2018 and 2019

^{4/} Internal financial statement of MACO for 9-months period ended of 30 September 2019

ROC's income estimate

Unit: HK Dollar million	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Sale income	2.34	9.68	10.02	10.38	10.74	11.12	11.51	11.91	12.33	12.76
Service income	73.27	303.34	313.98	324.99	336.39	348.18	360.39	373.03	386.11	399.65
Total income	75.61	313.03	324.01	335.37	347.13	359.30	371.90	384.94	398.44	412.41

2. Cost of sales and services

Cost of sales

Cost of sales is based on MACO's internal income statement for the first 9 months of 2019 and is estimated to be from 2020 onwards. ROC has cost of sales equal to 87.27 percent of sales revenue referring to the ratio of cost of sales to sales revenue from MACO's internal income statement for the first 9 months of 2019 and set to be constant throughout the projection period.

Cost of service

The cost of service is based on the internal profit and loss statement of MACO for the first 9 months of 2019 and is estimated from 2020 onwards. ROC has a service cost equal to 68.88 percent of service income by referring to the ratio of service costs to service income from MACO's internal income statement for the first 9-month period of the year 2019 and set to be constant throughout the projection period

ROC's cost estimates

Unit: HK Dollar million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Cost of sales	6.12	2.04	8.45	8.75	9.06	9.37	9.70	10.04	10.39	10.76	11.14
Cost of service	171.66	57.22	236.90	245.21	253.81	262.71	271.92	281.45	291.32	301.54	312.11
Total cost	177.78	59.26	245.35	253.96	262.86	272.08	281.62	291.50	301.72	312.30	323.25

3. Selling expenses

Selling expenses consists of staff expenses related to sales, certification fees, visit fees, research and development expenses, sales promotion and advertising expenses and other expenses, defined to be 3.68 percent of sales and service income based on the audited financial statements between the year ended 31 March 2018 to 2019 and the internal income statement of MACO for the first 9-month period of the year 2019 and set to be constant throughout the projection period.

4. Administrative expenses

Administrative expenses consist of compensation for employee expense, rental and central service fees, utilities, maintenance fees, consulting fees, and audit fees and other expenses with details as follows

- Employee compensation expenses based on the average growth rate of compensation for personnel in the Hong Kong Special Administrative Region of the People's Republic of China average of the past 10 years, which is equal to 4.39 percent per year and set to be constant throughout the forecast period.
- Rental and central service fees, utilities, maintenance fees, consulting fees, and audit fees And other expenses Set to grow according to the inflation forecast of the Hong Kong Special Administrative Region of the People's Republic of China 2020-2024 with reference to the IMF data, which is shown in appendix 8.25, and the growth rate from 2024 onwards will be equal to 2024 throughout the forecast period.

5. Depreciation

IFA Estimate depreciation in accordance with ROC's accounting policy that uses straight-line depreciation based on 3-5 years of average useful life.

ROC's expenses estimates

Unit: HK Dollar million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Cost of sales	9.19	3.06	11.52	11.92	12.34	12.77	13.22	13.68	14.16	14.66	15.17
Administrative expenses	21.02	7.02	29.06	30.04	31.08	32.16	33.28	34.44	35.65	36.89	38.19
Depreciation	0.46	0.15	0.61	0.61	0.61	0.61	0.61	0.61	0.61	0.61	0.61

Unit: HK Dollar million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total cost	30.68	10.24	41.19	42.58	44.04	45.55	47.11	48.74	50.42	52.17	53.98

6. Finance cost

No interest costs, as ROC does not have a loan and requiring no future loans as ROC does not have the policy to borrow in the future.

7. Corporate income tax

Tax rate of 16.50 percent of the net profit before tax throughout the estimated period at the current corporate income tax rate of the Hong Kong Special Administrative Region of the People's Republic of China.

8. Assets

8.1. Net Working Capital

Summary of ROC's working capital

Items	Assumptions
Asset	
• Accounts receivables	Days sales outstanding is 76 days
• Inventories	Days of inventory outstanding is 7 days
Liabilities	
• Accounts payable	Days payable outstanding is 43 days

The IFA is based on the average historical ratio of 2 years and 6 months. Calculated from the ROC's audited financial statements for the years ended 31 March 2018 and 2019 and the internal financial statements of MACO for the 3rd quarter of 2019 ending 30 September 2019 throughout the projection period. The IFA is of the opinion that the period to consider the working capital is appropriate as it is the historical information which can properly reflect the business operation of ROC.

8.2. Capital expenditure

Assumptions related to capital expenditure that the IFA has determined the capital expenditure when assets in each category are due for accounting useful life for maintenance, improvement and replacement of assets. MACO will have capital expenditure during Quarter 4, 2019 to 2023 for THB 50.51 million and 2024 to 2028 for THB 11.62 million.

Terminal Value

The IFA has prepared a financial forecast for 9.25 years ending December 31, 2028, and expects no business growth after the said period for ROC, with cash flow growth after the estimated period (Terminal Growth Rate) equal to 0 percent

in order to be aligned with conservative basis, resulting in cash flow after the projection period is 473.93 million Hong Kong dollars.

Summary of financial forecast of ROC

Based on the above assumptions of revenue, expenses, assets, liabilities, ROC's financial projections for the 4th quarter of the year 2019 - 2028 details as follows.

Forecast of income statements of ROC

Unit: Million HK Dollar	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Sales and service income	226.82	75.61	313.03	324.01	335.37	347.13	359.30	371.90	384.94	398.44	412.41
Other income	0.37	-	-	-	-	-	-	-	-	-	-
Total income	227.19	75.61	313.03	324.01	335.37	347.13	359.30	371.90	384.94	398.44	412.41
Cost of service	117.78	59.26	245.35	253.96	262.86	272.08	281.62	291.50	301.72	312.30	323.25
Cost of sales	9.19	3.06	11.52	11.92	12.34	12.77	13.22	13.68	14.16	14.66	15.17
Administrative expenses	21.02	7.02	29.06	30.04	31.08	32.16	33.28	34.44	35.65	36.89	38.19
Total cost	30.22	69.35	285.93	295.92	306.28	317.01	328.12	339.62	351.52	363.85	376.61
Depreciation	0.46	0.15	0.61	0.61	0.61	0.61	0.61	0.61	0.61	0.61	0.61
Earnings before interest and tax	18.73	6.11	26.49	27.47	28.47	29.50	30.57	31.67	32.80	33.97	35.19
Finance costs	-	-	-	-	-	-	-	-	-	-	-
Income tax	2.96	1.01	4.37	4.53	4.70	4.87	5.04	5.22	5.41	5.61	5.81
Net profit	15.77	5.10	22.12	22.94	23.77	24.63	25.52	26.44	27.39	28.37	29.38

Forecast of financial position of ROC

Unit: Million HK Dollar	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total assets	161.64	170.55	193.89	217.85	242.68	268.41	295.07	322.68	351.29	380.91	411.59
Total liabilities	124.29	128.10	129.32	130.35	131.40	132.50	133.63	134.81	136.02	137.28	138.58
Shareholders' equity	37.35	42.45	64.57	87.51	111.28	135.91	161.43	187.87	215.26	243.63	273.01

Discount rate

The discount rate used to calculate the net present value of cash flows. It is calculated from the Weighted Average Cost of Capital ("WACC") according to ROC's capital structure. The IFA has calculated the WACC from the weighted average of the cost of debt (K_D) and the cost of equity (K_E) of ROC. The details of the estimated discount rate are as follows:

$$\text{WACC} = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

Where:

	Description
K_E	Cost of equity or the rate of return that shareholders require (R_E)
K_D	Financial cost of interest-bearing financial liabilities of ROC as of 30 September 2019
T	Corporate income tax rate at 16.50 percent
E	Equity in ROC's internal financial statement as of September 30, 2019 equals 37.35 million Hong Kong dollars
D	No interest-bearing financial liabilities under the ROC's internal financial position statement as of 30 September 2019.

The cost of equity (K_E) or the return on equity (R_E) is calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_E = R_F + \beta \times (R_M - R_F) + \text{Country risk premium}$$

where:

	Description
R_F	Based on the yield of 10-year government bonds of the United States of America is equal to 1.69 percent per year (Source: US Department of the Treasury, data as of October 31, 2019). 10 years is a long-term bond that has high trading liquidity, therefore there is a risk of liquidity and investment risk. Low reinvestment risk helps to reflect the return on investment in non-risk assets
β	The coefficient of variation between the listed companies in the stock exchange of the Hong Kong Special Administrative Region of the People's Republic of China whose business is to design and implement telecommunication and information technology systems (System Integration and IT Service) similar to ROC, PCCW Limited, Automated Systems Holdings Limited, Global Link Communications Holdings Limited, and Maxnerva Technology Services Limited, compared to the return of the stock exchange of the Hong Kong Special Administrative Region of the People's Republic of China for the past 2 years from 31 October 2019. (Source: Capital IQ) The IFA has determined that the selected data is a time when the amount and frequency of data is appropriate for statistical calculations and can still reflect the risk of current business conditions well. The Unlevered Beta of 0.3414 and when adjusted by ROC's financial structure, ROC's Levered Beta will be 0.3414.
R_M	The return on investment in the US stock market, S&P 500 Index, average for the past 10 years from October 2009 - October 2019, which is equal to 11.59 percent per year, which should be able to reflect the risk of the stock market in the long term.
Country risk premium	The risk compensation for the United States of America is 0.69 percent (Source: Damodaran http://pages.stern.nyu.edu/~adamodar/ as of January 2019)

Details of the assumptions can be summarized as follows

Details of the assumptions in the calculation of ROC

Assumptions	Amount (%)
Risk-Free Rate (R_f)	1.69
Rate of Return of US Stock Market (R_m)	11.59
Market Risk Indicator of ROC (Levered Beta)	0.3414
Cost of Equity (K_e)	5.76
Cost of Debt (K_d)	-
Proportion of liabilities to total assets at market value (W_d)	-
Proportion of shareholders' equity to total assets at market value (W_e)	100.00
WACC	5.76

From the above assumptions It will calculate the weighted average financial cost (WACC) of 5.76 percent, which will be used as a discount rate in calculating the expected future cash flows of ROC. The IFA can summarize the free cash flow of ROC (FCFF) as follows

Forecast of net cash flow of ROC

Unit: HK Dollar million	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Net operating profit after tax (NOPAT)	5.10	22.12	22.94	23.77	24.63	25.52	26.44	27.39	28.37	29.38
Non-cash items	0.15	0.61	0.61	0.61	0.61	0.61	0.61	0.61	0.61	0.61
Changes in net working capital	21.38	(1.95)	(1.64)	(1.70)	(1.76)	(1.82)	(1.88)	(1.95)	(2.02)	(2.09)
Investment cost	-	-	(0.50)	(2.56)	-	-	-	(0.50)	(2.56)	-
Net cash flow	26.63	20.78	21.41	20.13	23.49	24.32	25.17	25.55	24.41	27.90
Cash flow after the forecast period										473.93
Present value of cash flows	26.26	19.37	18.87	16.78	18.52	18.12	17.74	17.03	15.38	298.99

Summary of ROC's fair value

Descriptions	Amount (HK Dollar million)
Present value of free cash flow of the business	467.06
Add: Cash and cash equivalents as of 30 September 2019	41.65
Less: Current interest-bearing liabilities as of 30 September 2019	-
Value of shareholders' equity of ROC	508.71

From the cash flow projections obtained from the above assumptions using the weighted average cost rate (WACC), the present value of cash flows is 467.06 million Hong Kong dollars plus cash and cash equivalents as of 30 September 2019 amount of 41.65 million Hong Kong dollars resulting in the fair value of shareholders' equity of ROC equal to 508.71 million Hong Kong dollars or equal to 2,007.01 million THB, referring to the average selling rate from the Bank of Thailand as of 30 September 2019 at 3.95 THB per Hong Kong dollar.

Winbliss System Co., Ltd (WINB)

This valuation of WINB has limitations in the preparation of WINB's financial projections. The IFA need to refer to the data from WINB's budget plan prepared by MACO management team together with consideration of MACO's internal financial statements for the 3rd quarter of the year ending 30 September 2019 including information mainly from the interview with MACO executives since WINB was unable to provide detailed information, classifying revenue from past sales and services and by type of business, success rate, cost of sales and services in the past and classified by business type, etc.

Key assumptions of WINB's financial projections are summarized as follows.

1. Revenue

WINB engages in the business of development service and telecommunication system installation and maintenance with the main target business groups such as Transport Business Group And government agencies etc.

Service income

Service income consists of revenue from maintenance services. The IFA estimates the service income based on the internal statement of MACO for the first 9 months of 2019 and estimates from 2020 onwards. The service income growth rate is in accordance with the inflation forecast of Thailand 2020-2024, based on data from the IMF which is shown in Attachment 8.25 which is lower than the estimation by MACO's management in conservative basis.

Other income

Other income is referenced from the ratio of other income to service income from MACO's internal income statement for the first 9 months of 2019, equal to 0.34 percent of service revenue. And set to be constant throughout the projection period.

WINB's income estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Service income	95.22	31.74	128.61	130.67	133.02	135.68	138.39	141.16	143.99	146.87	149.80
Other income	0.33	0.11	0.43	0.44	0.45	0.46	0.47	0.48	0.49	0.50	0.51
Total revenue	95.55	31.85	129.04	131.11	133.47	136.14	138.86	141.64	144.47	147.36	150.31

2. Cost of service

Cost of service consists of cost from maintenance services based on the ratio of service costs to service revenue from MACO's internal income statement for the first 9 months of 2019 which accounted for 67.21 percent of service revenue and set to be constant throughout the projection period.

WINB's cost estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Cost of service	64.00	21.33	86.44	87.82	89.40	91.19	93.01	94.88	96.77	98.71	100.68

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total cost	64.00	21.33	86.44	87.82	89.40	91.19	93.01	94.88	96.77	98.71	100.68

3. Administrative expenses

Administrative expenses consist of compensation expenses for employee, rental and central service fees, utility bills, consultancy fee and audit fee, and other expenses which is set to grow according to Thailand's inflation forecast with reference to the IMF data as shown in Attachment 8.25.

4. Depreciation

IFA estimates depreciation in accordance with WINB's accounting policies that have straight-line depreciation based on an average service life of 5 - 10 years.

WINB's expenses estimates

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Administrative expenses	14.75	4.86	19.68	19.99	20.35	20.76	21.17	21.60	22.03	22.47	22.92
Depreciation	0.47	0.16	0.63	0.63	0.63	0.63	0.63	0.63	0.63	0.63	0.63
Total cost	15.22	5.01	20.31	20.62	20.98	21.39	21.81	22.23	22.66	23.10	23.55

5. Finance cost

No interest expenses, since WINB doesn't have loans and stipulates that there will be no future loans as WINB does not have the policy to borrow in the future.

6. Corporate income tax

Tax rate of 20.00 percent of the net profit before tax throughout the projected period according to the current corporate income tax rate of Thailand.

7. Assets

7.1 Net Working Capital

Summary of WINB's working capital

Items	Assumptions
Assets	
- Accounts receivables	Days sales outstanding is 61 days
- Inventories	Days of inventory outstanding is 37 days
Liabilities	
- Accounts payables	Days payable outstanding is 7 days

The IFA referred to the average of the past 9 months ratio calculated from the internal financial statements of MACO for the 3rd quarter of the year 2019, ending on 30 September 2019 and fixed to be constant throughout

the projection period. The IFA is of the opinion that such length of period is appropriate due to the fluctuation of historical data. Therefore, the 9-month working capital ratios are more possibly to reflect WINB's business operation than the past information.

7.2 Capital expenditure

Assumptions related to the capital expenditure, the IFA has determined capital expenditure when the assets of each category are expired for accounting useful life for maintenance, improvement and replacement of assets. WINB will have capital expenditure during Quarter 4, 2019 to 2023 for THB 2.34 million and 2024 to 2028 for THB 3.02 million.

Terminal Value

The IFA has prepared a financial forecast for 9.25 years ending December 31, 2028 and expected that there will be no business growth for WINB after the forecast period. The growth rate of cash flow after the projection (Terminal Growth Rate) is equal to 0 percent in order to comply with conservative basis resulting in cash flow after the projection period is 276.64 million THB.

Summary of financial forecast of WINB

Based on the above assumptions regarding revenue, expenses, assets, liabilities, the financial projections of WINB Q4, 2019 - 2028 are as follows:

Forecast of income statements of WINB

Unit: million THB	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Service income	95.22	31.74	128.61	130.67	133.02	135.68	138.39	141.16	143.99	146.87	149.80
Other income	0.33	0.11	0.43	0.44	0.45	0.46	0.47	0.48	0.49	0.50	0.51
Total income	95.55	31.85	129.04	131.11	133.47	136.14	138.86	141.64	144.47	147.36	150.31
Cost of service	64.00	21.33	86.44	87.82	89.40	91.19	93.01	94.88	96.77	98.71	100.68
Administrative expenses	14.75	4.86	19.68	19.99	20.35	20.76	21.17	21.60	22.03	22.47	22.92
Total cost	79.22	26.19	106.12	107.81	109.75	111.95	114.19	116.47	118.80	121.18	123.60
Depreciation	0.47	0.16	0.63	0.63	0.63	0.63	0.63	0.63	0.63	0.63	0.63
Earnings before interest and tax	16.33	5.50	22.30	22.66	23.08	23.56	24.04	24.53	25.04	25.55	26.07
Finance costs	-	-	-	-	-	-	-	-	-	-	-
Income tax	6.97	1.10	4.46	4.53	4.62	4.71	4.81	4.91	5.01	5.11	5.21
Net profit	9.36	4.40	17.84	18.13	18.47	18.85	19.23	19.63	20.03	20.44	20.86

Forecast of financial position of WINB

Unit: THB million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total assets	58.41	62.96	80.83	98.99	117.48	136.36	155.63	175.29	195.35	215.83	236.73

Unit: THB million	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total liabilities	40.03	40.18	40.22	40.24	40.27	40.31	40.34	40.38	40.41	40.45	40.48
Shareholders' equity	18.37	22.77	40.61	58.74	77.21	96.05	115.28	134.91	154.94	175.38	196.24

Discount rate

The discount rate used to calculate the net present value of cash flows is calculated using weighted average cost of capital ("WACC") according to WINB's capital structure. The IFA calculates the WACC based on the weighted average of the cost of debt (K_D) and the cost of equity (K_E) of WINB. The details of the estimated discount rate are as follows:

$$\text{WACC} = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

where:

	Description
K_E	Cost of equity or the rate of return that shareholders require (R_e)
K_D	Financial costs of WINB's interest-bearing financial liabilities as of 30 September 2019 is 2.15 percent.
T	Corporate income tax rate at 20.00 percent
E	The shareholders' equity under WINB's internal financial statement as of 30 September 2019 is 18.37 million THB.
D	No interest-bearing financial liabilities in accordance with WINB's internal financial statements as at 30 September 2019.

The cost of equity (K_E) or the return on equity (R_e) is calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_e = R_F + \beta \times (R_M - R_F)$$

where:

	Description
R_F	Referring to the yield of government bonds of Thailand for 10 years, equal to 1.54 percent per year (data as of 31 October 2019) The IFA has considered that 10-year government bonds are long-term bonds with high trading liquidity. Therefore, there is low liquidity and reinvestment risk which can be a good reflection of the return on investment in non-risk assets.
β	Variance coefficient between the return of companies listed on the Stock Exchange of Thailand whose business operations are similar to WINB are Plan B Media PCL, Aqua Corporation PCL and VGI PCL compared with the return of the Stock Exchange of Thailand for the past 2 years from 31 October 2019 (Source: Capital IQ) The IFA has considered that the selected information is the period in which the amount and frequency of data is suitable for statistical calculations and can also reflect the risk of the current business environment, which has the Unlevered Beta of 0.5151 and when adjusted by the financial structure of WINB, the WINB Levered Beta will be 0.5151.
R_M	The average return on investment in the Stock Exchange of Thailand for the past 10 years from 31 October 2009 - 31 October 2019 is 12.73 percent per year, which should be able to reflect the risk of the stock market in the long term.

Details of the assumptions can be summarized as follows

Details of the assumptions in the calculation of WINB

Assumptions	Amount (%)
Risk-Free Rate (Rf)	1.54
Rate of Return of the Stock Exchange of Thailand (Rm)	12.73
Market Risk Indicator of WINB (Levered Beta)	0.5151
Cost of Equity (Ke)	7.30
Cost of Debt (Kd)	2.15
Proportion of liabilities to total assets at market value (W_d)	-
Proportion of shareholders' equity to total assets at market value (W_e)	100.00
WACC	7.30

From the above assumptions Will get the weighted average financial cost calculation (WACC) equal to 7.30 percent which will be used as a discount rate in calculating the net cash flows expected to receive in the future of WINB.

The IFA can summarize the free cash flow of WINB (FCFF) as follows

Forecast of net cash flow of WINB

Unit: THB million	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Net profit from after-tax operations (NOPAT)	4.40	17.84	18.13	18.47	18.85	19.23	19.63	20.03	20.44	20.86
Non-cash items	0.16	0.63	0.63	0.63	0.63	0.63	0.63	0.63	0.63	0.63
Change of working capital	8.84	(0.60)	(0.46)	(0.52)	(0.59)	(0.60)	(0.61)	(0.63)	(0.64)	(0.65)
Investment cost	-	-	-	(1.14)	(1.20)	(0.29)	-	(0.55)	(1.55)	(0.62)
Net cash flow	13.40	17.87	18.31	17.44	17.69	18.97	19.65	19.48	18.88	20.22
Cash flow after the forecast period										276.64
Present value of cash flows	13.17	16.37	15.62	13.87	13.11	13.10	12.64	11.69	10.55	154.64

Summary of WINB's fair value

Description	Amount (million THB)
Present value of free cash flow of the business	274.76
Add: Cash and cash equivalents as of 30 September 2019	8.76
Less: Current interest-bearing liabilities as of 30 September 2019	-
Fair value of shareholders' equity of WINB	283.52

From the cash flow projections derived from the above assumptions, using weighted average cost rate (WACC), the present value of cash flows can be calculated at 274.76 million THB plus cash and cash equivalents as of 30 September 2019 for 8.76 million THB, resulting in the fair value of shareholders' equity of WINB equal to 283.52 million THB

VGI Malaysia Sdn. Bhd. (VGM)

This valuation of VGM has limitations in the preparation of VGM's financial projections. The IFA need to refer to the data from VGM's budget plan prepared by MACO management together with the consideration of MACO's internal financial statements for the 3rd quarter of 2019 ending September 30, 2019 including data mainly from interviews with the management of MACO since VGM is unable to provide average selling price information, value of capacity and occupancy rate but will collect data as the revenue from the calculations that will occur combined with the backlog of billboards, therefore, VGM does not have information on average selling price, historical advertising capacity and occupancy rate.

This is because the financial statements of VGM have a financial statement preparation period from the fiscal year between 1 April to 31 March, therefore, the financial advisor revised the financial statements of MUSB to be in line with the financial years of other companies in the MACO group that closed their financial statements in December.

Key assumptions of VGM's financial projections are summarized as follows:

1. Revenue

Revenue from advertising media Keretapi Tanah Melayu Berhad (KTMB)

According to the management interviews; at present, VGM is part of KTMB's media concession management. KTMB is an electric rail transport, founded in 1995, most of the routes cross the community areas around Klang Valley. Currently, there are 5 main bus routes which are Seremban Line, Port Klang Line, Skypark Line, Padang Rengas Line and Padang Besar Line. The concession agreement will grant VGM the right to manage Port Klang Line, the main line of KTMB. Route Port Klang Line has a total of 34 stations with a total length of 126 kilometers which is considered the oldest historic railway line that has been in use since 1892.

The estimated revenue from KTMB advertising media based on the advertising concession agreement between KTMB and RBO made on 16 August 2017. The start date of the concession contract is 16 August 2017 and ends on 16 August 2022, totaling 5 years granting the rights to VGM to manage advertisements in all 11 stations, including KL Sentral, Bandar Tasik Selatan, Mid Valley, Serdang, Bank Negera, KL Old (KLO), Kajang, Kepong Sentral, Seremban, Subang Jaya and Butterworth and advertising rights in 13 electric train service trains (ETS). The cost of concessions will be calculated from the share of revenue calculated from the rate of 40.00% of the net revenue from advertising revenue (Gross revenue) and deduction of commission from the agency, sales discount and net revenue. According to an interview with the management, VGM does not have a special right to extend the concession agreement. The IFA therefore prepares financial estimates until the end of the concession period.

Revenue from advertising media KTMB consists of revenue from rental of advertising space and revenue from advertisement production in trains and train stations with details as follows

Revenue from advertising space rental

It is estimated that the 4th quarter of the year 2019 will have revenue from advertising space rental equal to 0.11 million Ringgit which is based on revenue from KTMB advertising media that has been recognized since VGM started managing such advertising media Between 1 June 2019 and 30 September 2019. Based on MACO's internal income statement for the 3rd quarter of the year ending 30 September 2019 and set the growth rate of such expenses in 2020 to 2023 equal to the inflation rate referenced from the IMF, shown in Attachment 8.25 in conservative basis.

Revenue from advertising media production

Advertising media revenue is 4.81 percentage of revenue from advertising space rental referring to the proportion of revenue from advertising media production to revenue from advertising space rental from the internal profit and loss statement of MACO for the first 9 months of 2019 and set to be constant throughout the projected period.

Revenue from the digital Vertical media

VGM is the company handling vertical digital advertising media formerly under the management of FMN which is a digital advertising media for a building or a community area in the city. As of October 1, 2019, at present, VGM has 203 vertical digital advertising media. VGM will contact to rent space to set up advertising media and the rental contract for the installation last for about 3 years. Each billboard can service 10 customers per day which is greater than the previous billboard before VGM improved the advertising media from 1 customer per billboard.

The Financial Advisor estimates that the 4th quarter of the year 2019 will have income from vertical digital media equal to 1.49 million ringgit referring to the actual income counting from the beginning of VGM management from 1 June 2019 to 30 September 2019 from MACO's internal income statement for the first 9 months of 2019.

And in the year 2020, set the revenue from vertical digital advertising to grow at the rate of 5.00 percent based on interviews with the management of MACO that set a policy to increase the rental price of such advertising media at 5 percent. The IFA is of the opinion that the growth rate is reasonable as the VGM has improved the old version of static advertising media into digital vertical media that can support more customers and be able to charge more at higher price, in which TRAM is the provider of design and installation services for the advertisement improvement. The IFA has examined the internal financial statements of TRAM for the first 9 months of 2019 and found that TRAM has capital expenditure for vertical advertising media improvement value of 0.02 million ringgit from the total project value at 0.75 million ringgit which accounts for 26.67 percent of the total investment expenditure plan based on TRAM's budget plan prepared by MACO management. In this regard, the business model of TRAM by recording assets in the financial statements of TRAM and enter into financial lease agreements with customers for customers to take advantage of the assets.

The IFA, scheduled from year 2021 onwards, the revenue from vertical media has the same growth rate as the inflation rate of Malaysia as estimated by the IMF as shown in Attachment 8.25 which can be summarized as follows.

VGM's income estimates

Unit : million ringgit	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Revenue from advertising media KTMB	0.16	0.12	0.49	0.50	0.32	-	-	-	-	-	-
Revenue from digital vertical media	1.55	1.49	6.26	6.41	6.57	6.72	6.87	7.02	7.17	7.33	7.49
Total income	1.71	1.61	6.74	6.91	6.89	6.72	6.87	7.02	7.17	7.33	7.49

2. Cost of service

Cost of service consists of Cost from KTMB concession Cost of production of advertising media, cost of advertising space rental and the cost of other services with details as follows;

Cost from KTMB concessions

Cost of KTMB concession is 40.00% from revenue from KTMB advertising media referring to the original concession agreement between RBO and KTMB which will expire on 16 August 2022.

Cost of production of advertising media

The cost of producing advertising media is 3.02% of revenue from KTMB advertising media based on the cost of advertising media production to the income from KTMB advertising media from MACO's internal income statement for the first nine month of 2019 and set to be constant throughout the projection period.

Cost of advertising space rental

Cost of advertising space rental is accounting for 7.56 percent of the revenue from digital vertical media referring to the proportion of the cost of advertising space rental installed to the revenue from digital vertical media from the internal profit and loss statement of MACO for the first 9 months of 2019 and set to be constant throughout the projection period.

Cost of other services

Cost of other services is accounting for 2.35 percent of total revenue based on the ratio of other service costs to total revenue from MACO's internal income statement of the first 9-month period of the year 2019 and set to be constant throughout the projection period.

VGM's cost estimates

Unit : million ringgit	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Cost from KTMB concessions	0.02	0.10	0.20	0.20	0.21	-	-	-	-	-	-
Cost of advertising media production	0.00	0.00	0.02	0.02	0.02	0.02	0.02	0.02	0.02	0.02	0.02
Cost of advertising space rental	0.12	0.07	0.47	0.48	0.50	0.51	0.52	0.53	0.54	0.55	0.57
Other cost of sales	0.04	0.03	0.16	0.16	0.16	0.16	0.16	0.16	0.17	0.17	0.18
Total cost	0.18	0.20	0.85	0.87	0.88	0.68	0.70	0.71	0.73	0.75	0.76

Remark: KTMB advertising media concession ends on 16 August 2022.

3. Selling expense

Selling expense consist of salary, benefits, bonuses, promotional and advertising expenses and allowances etc. The IFA estimates that the selling expenses are 6.96 percent of total revenue referring to the ratio of selling expenses to total revenue from the internal profit and loss statement of MACO for the first 9 months of 2019 and to be fixed throughout the projection period.

4. Administrative expenses

Administrative expenses consist of salaries, employee benefits, office rental, utilities, consulting fees, certification fees, maintenance fees, travel expenses, and other administrative expenses. The IFA estimates the administrative expenses in the 4th quarter of 2019 by referring to the MACO's internal income statement for the first 9 months of 2019 and set from 2020 onwards to grow in line with the inflation rate of Malaysia at estimates by the IMF as shown in attachment 8.25

5. Depreciation and amortization

The IFA estimated depreciation and amortization in accordance with the accounting policy of VGM which has a straight-line depreciation based on average lifespan of 5.00 years.

VGM's expenses estimates

Unit : million ringgit	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Selling expenses	0.07	0.11	0.47	0.48	0.48	0.47	0.48	0.49	0.50	0.51	0.52
Administrative expenses	4.12	1.37	5.65	5.79	5.93	6.06	6.20	6.33	6.47	6.61	6.76
Depreciation	0.33	0.11	0.45	0.45	0.45	0.45	0.45	0.45	0.45	0.45	0.45
Total cost	4.52	1.59	6.56	6.71	6.85	6.98	7.12	7.27	7.42	7.57	7.73

6. Finance cost

VGM has liabilities from MACO totaling a total of RM72.17 million which is borrowed from MACO at the rate of 3.82% per annum based on information provided by MACO management and set the said debt to be stable throughout the projection period.

7. Corporate income tax

Tax rate of 24.00 percent of the net profit before tax throughout the projection period at the current corporate income tax rate of Malaysia.

8. Assets

8.1 Working Capital

Summary of VGM's working capital

Items	Assumptions
Asset	
– Accounts receivables	Days sales outstanding is 4 days
Liabilities	
– Accounts payables	Days payable outstanding is 321 days

As VGM initially operates under the KTMB concession and the digital advertising in 2018 from the previous business operation. Therefore, the historical figures are not able to reflect working capital of VGM. The IFA decided to refer to the information received by the management of MACO instead, which is more reasonable and assume such ratios to be stable throughout the forecasted period.

8.2 Capital expenditure

The IFA estimate VGM's investment expenses by referring to investments to maintain depreciation and amortization levels at an appropriate level for continuing operations in conservative basis. VGM will have capital expenditure during Quarter 4, 2019 to 2023 for 0.91 million ringgit and 2024 to 2028 for 2.14 million ringgit.

Terminal value

The IFA has prepared a financial forecast for a period of 9.25 years ending December 31, 2028 and anticipate that VGM will not have business growth after the mention period. The growth rate of cash flow after the projection (Terminal Growth Rate) is equal to 0 percent in conservative basis resulting in cash flow after the forecast period of (9.50) million ringgit.

Summary of financial forecast of VGM

From the assumptions regarding the estimated revenue, expenses, assets, liabilities above, the financial projections of VGM, 4th quarter of 2019 - 2028 are listed with details as follows;

Forecast of income statements of VGM

Unit : million ringgit	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Revenue from advertising media KTMB	0.16	0.12	0.49	0.50	0.29	-	-	-	-	-	-
Revenue from vertical digital advertising media (Vertical media)	1.55	1.49	6.26	6.41	6.57	6.72	6.87	7.02	7.17	7.33	7.49
Other income	0.87	-	-	-	-	-	-	-	-	-	-
Total income	2.57	1.61	6.74	6.91	6.85	6.72	6.87	7.02	7.17	7.33	7.49
Cost of sales from concessions	0.02	0.05	0.19	0.20	0.18	-	-	-	-	-	-
Cost of sales from production	0.00	0.00	0.01	0.02	0.01	-	-	-	-	-	-
Cost of sales from advertising space rental	0.12	0.11	0.47	0.48	0.50	0.51	0.52	0.53	0.54	0.55	0.57
Other cost of sales	0.04	0.04	0.16	0.16	0.16	0.16	0.16	0.16	0.17	0.17	0.18
Selling expenses	0.07	0.11	0.47	0.48	0.48	0.47	0.48	0.49	0.50	0.51	0.52
Administrative expenses	4.38	1.37	5.65	5.79	5.93	6.06	6.20	6.33	6.47	6.61	6.76
Total cost	4.63	1.68	6.95	7.13	7.25	7.19	7.35	7.51	7.68	7.85	8.02
Depreciation	0.38	0.11	0.45	0.45	0.45	0.45	0.45	0.45	0.45	0.45	0.45
Earnings before interest and tax	(2.44)	(0.19)	(0.66)	(0.66)	(0.84)	(0.92)	(0.93)	(0.94)	(0.95)	(0.97)	(0.98)
Finance costs	1.41	0.69	2.84	2.99	3.13	3.27	3.43	3.61	3.81	4.00	4.18
Income tax	-	-	-	-	-	-	-	-	-	-	-
Net profit (loss)	(3.85)	(0.88)	(3.50)	(3.65)	(3.97)	(4.19)	(4.36)	(4.56)	(4.76)	(4.97)	(5.16)

Forecast of financial position of VGM

Unit : million ringgit	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total assets	92.31	92.39	91.12	91.40	91.09	90.60	90.42	90.69	91.05	91.20	90.84
Total liabilities	72.74	73.69	75.91	79.85	83.51	87.21	91.40	96.22	101.34	106.47	111.26
Shareholders' equity	19.58	18.70	15.21	11.55	7.58	3.39	(0.98)	(5.53)	(10.30)	(15.26)	(20.43)

Discount rate

The discount rate used to calculate the net present value of cash flows is calculated by weighted average cost of capital ("WACC") according to VGM's capital structure. The IFA has calculated the WACC based on the weighted average of the cost of debt (K_D) and the cost of equity (K_E) of VGM. The details of the estimated discount rate are as follows:

$$\text{WACC} = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

Where:

	Description
K_E	Cost of equity or the rate of return that shareholders require (R_e)
K_D	Financial costs of financial interest-bearing interest of VGM as of 30 September 2019 equals 3.82 percent
T	Corporate income tax rate at 24.00 percent
E	Shareholders' equity according to the internal financial statement of VGM as of 30 September 2019 equals to 19.58 million ringgit
D	Interest-bearing financial liabilities according to the internal financial position statement of VGM as of 30 September 2019 equals 72.17 million ringgit

$$K_e = R_f + \beta \times (R_m - R_f) + \text{Country risk premium}$$

Where:

	Description
R_f	Based on the yield of 10-year government bonds of the United States of America which is equal to 1.69 percent per year (Source: US Department of the Treasury as of October 31, 2019). 10 years is a long-term bond with high trading liquidity, therefore, there is low liquidity and reinvestment risk which is appropriate to reflect the return on investment in non-risk assets.
β	The coefficient of variance between the returns of companies listed on the Malaysian stock exchange with advertising media businesses similar to VGM, namely Media Prima Berhad and Seni Jaya Corporation Berhad compared to the return of the Malaysian stock exchange for the past 2 years from 31 October 2017 - 31 October 2019 (Source: Capital IQ). The average of Unlevered Beta of the above 2 companies is 0.9006 and when adjusted by the financial structure of VGM, the Levered Beta of VGM is equal to 3.4234.
R_M	The return on investment in the US stock market, S&P 500 Index in the last 10 years is equal to 11.59 percent. (Source: S&P 500 Total Return Index as of 31 October 2019)
Country risk premium	The risk compensation for Malaysia is equal to 1.67 percent (Source: Damodaran http://pages.stern.nyu.edu/~adamodar/ As of January 2019)

Details of the assumptions can be summarized as follows

Details of the assumptions in the calculation of WACC

Assumptions	Amount (%)
Risk-Free Rate (R_f)	1.69
Rate of Return of US Stock Market (R_m)	11.59
Market Risk Indicator of VGM (Levered Beta)	3.4234
Cost of Equity (K_e)	37.24
Cost of Debt (K_d)	3.82
Proportion of liabilities to total assets at market value (W_d)	78.66
Proportion of shareholders' equity to total assets at market value (W_e)	21.34
WACC	10.23

From the above assumptions will result in weighted average financial cost calculation (WACC) equal to 10.23 percent which will be used as a discount rate in calculating the future cash flows expected of VGM.

The IFA can summarized the free cash flow of VGM (FCFF) as follows

Forecast of net cash flow of VGM

Unit : million ringgit	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Net profit from after tax operations	(0.19)	(0.66)	(0.66)	(0.84)	(0.92)	(0.93)	(0.94)	(0.95)	(0.97)	(0.98)
Non-cash items	0.11	0.45	0.45	0.45	0.45	0.45	0.45	0.45	0.45	0.45
Change of working capital	(1.14)	(0.07)	(0.03)	0.01	(0.00)	(0.03)	(0.03)	(0.03)	(0.03)	(0.03)
Investment cost	1.33	(0.08)	(0.66)	(0.16)	(0.01)	(0.21)	(0.65)	(0.74)	(0.54)	(0.01)
Net cash flow	(0.26)	(0.07)	0.48	(0.25)	(0.46)	(0.25)	0.18	0.26	0.05	(0.49)
Cash flow after the forecast period										(9.85)
Present value of cash flows	0.11	(0.32)	(0.73)	(0.40)	(0.32)	(0.43)	(0.64)	(0.63)	(0.49)	(4.23)

Summary of VGM's fair value

	Amount (million ringgit)
Present value of free cash flow of the business	(8.08)
Add: Cash and cash equivalents And short-term loans as of 30 September 2019	32.92
Less: Interest-bearing liabilities as of 30 September 2019	72.17
Fair value of shareholders' equity of VGM	(47.33)

From the cash flow projections obtained from the above assumption, by using the weighted average cost rate (WACC) can calculate the present value of cash flows equal to (8.08) million ringgit plus cash and cash equivalents and short-term loans as of 30 September 2019 of 32.92 million ringgit and deducted by current interest-bearing liabilities as of 30 September 2019 in the amount of 72.17 million ringgit resulting in the fair value of shareholders' equity of VGM equal to (47.33) million ringgit or equal to (350.88) million ringgit based on the average selling rate of the Bank of Thailand as of 30 September 2019 at 7.41 THB per ringgit.

Meru Utama Sdn. Bhd. (MUSB)

The valuation of MUSB at this time is limited in the preparation of MUSB's financial projections. The IFA need to refer to the data from MUSB's budget plan prepared by MACO management together with considering the internal financial statements of MUSB for the 3rd quarter of 2019 ending 30 September 2019 including information mainly from the interviews with the management of MACO as MUSB is unable to provide the average selling price, the capacity and the occupancy rate, but will collect the revenue from the calculation in corporate with the backlog of billboards, this lead to the fact that MUSB does not have average selling price information, the capacity and the occupancy rate In the past.

This is because MUSB's financial statements are in the period of the Fiscal Year period between 1 June and 31 May. The financial advisor therefore revised the financial statements of MUSB to be in line with the financial years of other companies in the MACO group that closed their financial statements in December.

Key assumptions of MUSB's financial projections are summarized as follows.

1. Revenue

Income from Kuala Lumpur International Airport (KLIA)

MUSB operates a media business in the airport in Malaysia as the holder of the advertisement management concession within the KLIA airport, which is currently the largest airport in Malaysia. According to data from KLIA in 2018, there are a total of 60 million passengers using KLIA. Currently, KLIA Airport is ranked 54th in the world's best airports ranked by Skytrax, which is an internationally acclaimed award that is considered the most reliable in the aviation industry.

By making this estimate IFA Based on the advertising concessions within KLIA airports, both KLIA 1 and KLIA 2 between Malaysia Airports (Sepang) Sdn. Bhd. and MUSB on 5 May 2015. MUSB has the right to install advertisements in any location within the airport but must comply with regulations set by KLIA. MUSB has been granted advertising rights from 1 May 2014, with a 7-year concession period and additional of 3-year (optional period): which will end on 30 April 2024. Cost of concessions and other expenses will be different each year according to KLIA airport's discretion. After reviewing the concession agreement and interviewing with the MUSB executives, the information review that MUSB has no special privileges in extending the concession. The IFA therefore prepares financial estimates until the end of the concession period.

Revenue from KLIA Airport consists of revenue from rental space for advertising in KLIA, revenue from production of advertising media KLIA and electricity income KLIA.

Revenue from rental of advertising space KLIA

The IFA estimate the 4th quarter of the year 2019 base on the revenue from advertising space rental that has been recognized since MUSB began to increase the number of advertising media in the KLIA airport area during 1 August 2019 to 30 September 2019 from MACO's internal income statement for the first 9 months of 2019. The increase in the number of advertising media is in line with the expansion and improvement of the media that TRAM has designed and installed and capital expenditure incurred in TRAM's internal financial statements and stipulates that the growth rate of revenue from the advertising media space rental of KLIA is equal to the inflation rate of Malaysia, according to the IMF as shown in Attached 8.25 in conservative basis. The concession of advertising media management in KLIA will end on 30 April 2024. In this regard, the IFA has examined the internal financial statements of TRAM for the first 9 months of 2019 and found that TRAM has capital expenditure for increasing advertising media at the airport entrance, advertise by elevator belt, advertise in front of the elevator that worth 5.56 million ringgit from the total project value of 31.88 million ringgit, representing 17.44 percent of the total investment cost plan based on TRAM's budget plan prepared by MACO management. The business model of TRAM by recording assets in the financial statements of TRAM and making financial leases with customers for the customers to utilize the assets.

Revenue from KLIA advertising media production

Revenue from KLIA advertising media production represents 2.89 percent of the revenue from advertising space rental based on the proportion of revenue from KLIA advertising media production to the revenue from KLIA advertising space rental from the internal income statement of MACO for the first 9 months of 2019 and set to be constant throughout the projection period.

Income from KLIA electricity charge

Income from KLIA electricity charge is 1.10 percent of the revenue from KLIA advertising space rental based on the proportion of revenue from KLIA electricity charge to the revenue from KLIA advertising media production from the internal income statement of MACO for the first 9 months of 2019 and set to be constant throughout the projection period.

Income from Senai Airport

MUSB is the holder of the concession for advertising media management at Senai Airport which is the 5th busiest airport in Malaysia and is also the main airport in southern Malaysia. By making this estimate, the IFA estimate based on the advertising concession contract at Senai Airport between Senai Airport Terminal Services Sdn. Bhd. and MUSB on 21 September 2018. MUSB has the right to advertise in any location within the airport, but must comply with Senai airport regulations. MUSB has been granted the right to manage advertising media

from 1 January 2018, the concession period of 2 years, which will end on 31 December 2019. The cost of concessions and other expenses will vary from year to year at the discretion of Senai Airport as set forth in this concession. After reviewing the concession agreement and the interviewing, the information review that the MUSB executives do not have any special privileges in extending the concession. The IFA therefore prepares financial estimates until the end of the said concession period.

Revenue from Senai Airport consists of revenue from Senai advertising space rental, revenue from Senai advertising media production and revenue from Senai electricity bill, with the following details:

Revenue from Senai advertising space rental

Estimated revenue from rental of Senai advertising space in the 4th quarter of 2019 by referring to the internal profit and loss statement of MACO for the first 9 months of 2019 and set the growth rate of revenue from the advertising media space rental equal to the inflation rate of Malaysia, according to the IMF As shown in attachment 8.25 in conservative basis until the end of the concession in 2019.

Revenue from Senai advertising media production

Senai advertising media revenue is 6.60% of Senai advertising space rental, based on the proportion of Senai advertising media revenue to Senai advertising space rental from the internal income statement. Of MACO for the first 9 months of 2019 and fixed throughout the projection period.

Income from Senai electricity bill

Senai's electricity revenue is 4.81 percent of Senai's advertising space rental based on the Senai's electricity bill to the Senai advertising media revenue from the first 9 months of MACO's internal income statement of the year 2019 and set to be constant throughout the projection period.

MUSB's income estimates

Unit: million ringgit	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F
Revenue from KLIA Airport	30.79	17.93	73.57	75.41	77.22	78.99	26.76
- Revenue from rental of advertising space KLIA	29.61	17.24	70.74	72.51	74.25	75.95	25.73
- Revenue from production of advertising media KLIA	0.86	0.50	2.05	2.10	2.15	2.20	0.74
- Income from electricity charge KLIA	0.33	0.19	0.78	0.80	0.82	0.84	0.28
Income from Senai Airport	1.15	0.38	-	-	-	-	-
- Revenue from rental of advertising space Senai	1.03	0.34	-	-	-	-	-
- Revenue from advertising media production Senai	0.07	0.02	-	-	-	-	-
- Income from Senai electricity bill	0.05	0.02	-	-	-	-	-
Total income	31.94	18.31	73.57	75.41	77.22	78.99	26.76

2. Cost of service

Cost of service consists of concession fees, advertising media production costs, electricity cost, and the cost of other services with details as follows;

Concession fees

Concession fees consists of cost of advertising media concession fee in the KLIA airport and the concession cost of advertising media management at Senai Airport with details as follows;

Cost of advertising media concession fee in the KLIA airport

The cost of advertising media concessions in the KLIA airport is based on 2 parts: the Minimum Guarantee which the annual value is determined by the KLIA airport and the revenue sharing (revenue sharing) calculated as 60.00% of the revenue from KLIA advertising media rental. The cost of the concession fee is equal to the higher value part. The concession for advertising media management in KLIA will end on 30 April 2024. This information is based on the calculations stipulated under the media concession contract at KLIA between Malaysia Airports (SEPANG) Sdn. Bhd. and MUSB which was signed on May 5, 2015

Calculation of the KLIA airport concession cost

Unit: million ringgit	2562E	2563F	2564F	2565F	2566F	2567F
Minimum guarantee as specified in the contract (Contractual year)	40.00	41.00	41.00	42.00	42.00	42.00
Minimum guarantee calculated according to the calendar year.	40.67	41.00	41.67	42.00	42.00	14.00

Unit: million ringgit	2562E	2563F	2564F	2565F	2566F	2567F
Revenue sharing - 60 percent of revenue from concessions	28.11	42.44	43.50	44.55	45.57	15.44
Net KLIA airport concession fees	40.67	42.44	43.50	44.55	45.57	15.44

Cost of advertising media concession fee at Senai Airport

The cost of advertising media concessions in Senai Airport will be based on 2 parts: Minimum Guarantee which the value of each year determined by Senai Airport and revenue sharing which is calculated as 70.00 percent of the revenue from Senai advertising media rental. The cost of the said concession fee is equal to the higher value part. The concession for advertising media management at Senai Airport will end on 31 December 2019. The information is based on calculations made under the latest commercial media concession agreement at Senai Airport between Malaysia Airports (SEPANG) Sdn. Bhd. and MUSB as of 21 September 2018.

Calculation of Senai Airport concession cost

Unit : million ringgit	2562E
Minimum guarantee as specified in the contract (Contractual year)	1.00
Minimum guarantee is calculated according to the calendar year.	1.00
Revenue sharing - 70 percent of revenue from concessions	0.96
Net Senai Airport concession fees	1.00

Cost of production of advertising media

The cost of producing advertising media is 49.83 percent of the revenue from advertising media production. Referring to the proportion of cost of advertising media production to revenue from advertising media production from the internal profit and loss statement of MACO for the first 9 months of 2019 and to be fixed throughout the projection period.

Electricity cost

The cost of electricity is equal to 8.76 percent of the electricity revenue. Refer to the ratio of electricity cost to electricity revenue from the internal profit and loss statement of MACO for the first 9 months of 2019 and to be fixed throughout the projection period.

Cost of other sales

Costs from other sales represent 3.37 percent of the revenue from the rental of advertising space. Referring to the ratio of cost of other sales to total revenue from rental of advertising space from the internal profit and loss statement of MACO for the first 9 months of 2019 and to be fixed throughout the estimated period.

MUSB's cost estimates

Unit : million ringgit	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F
Cost from concessions	31.17	10.50	43.44	44.50	45.55	46.57	15.77
Cost of production of advertising media	0.46	0.26	1.02	1.05	1.07	1.10	0.37
Electricity cost	0.03	0.02	0.07	0.07	0.07	0.07	0.02
Other cost of sales	1.01	0.58	2.34	2.40	2.46	2.52	0.85
Total cost	32.68	11.36	46.87	48.02	49.15	50.26	17.02

3. Selling expenses

Selling expenses consist of salaries of salespeople. Expenses for sales promotion and advertising, certification fees, and other selling expenses

- Salary of salesperson, advertising and sales promotion expenses and vehicle maintenance are 6.05 percent of the total rental income. Refer to the proportion of the selling expenses to the total revenue from advertising space rental from the internal profit and loss statement of MACO for the first 9 months of 2019 and to be fixed throughout the projection period.
- Other selling expenses consist of travel expenses and the cost of vehicle maintenance etc. The IFA estimates other selling expenses by referring to the internal profit and loss statement of MACO for the first 9 months of 2019 and set from 2020 onwards to grow in line with the inflation rate of Malaysia as estimated by the IMF as shown in attachment 8.25.

4. Administrative expenses

Administrative expenses consist of salaries, utility bills Office rental, consulting fees and travel expenses, etc. The IFA estimates the administrative expenses in the 4th quarter of 2019 by referring to the MACO's internal income statement for the first 9 months of 2019 and scheduled since 2020. Onwards, growing in line with the inflation rate of Malaysia as estimated by the IMF as shown in attachment 8.25.

5. Depreciation and amortization

The IFA Estimate depreciation in accordance with MUSB's accounting policy that uses straight-line depreciation based on an average useful life of 5 years.

MUSB's expenses estimates

Unit: million ringgit	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F
Selling expenses	1.90	1.08	4.34	4.44	4.55	4.66	1.58

Unit: million ringgit	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F
Administrative expenses	4.27	1.63	6.68	6.84	7.01	7.17	2.43
Depreciation	0.49	0.37	1.47	1.47	1.47	1.47	0.49
Total cost	6.66	3.07	12.48	12.75	13.02	13.29	4.49

6. Finance cost

The IFA provision of interest-bearing liabilities and interest expense on loans from the interview with MUSB management that there will be loans from related companies at the interest rate of 7.90% throughout the projection period.

7. Corporate income tax

The IFA estimate around 24.00 percent throughout the projection according to the current corporate income tax rate of Malaysia.

8. Assets

8.1 Working Capital

Summary of MUSB's working capital

Items	Assumptions
Assets	
– Accounts receivables	Days sales outstanding is 81 days
Liabilities	
– Accounts payables	Days payable outstanding is 127 days

The IFA referred to the average of 1 year and 4 months historical ratios calculated from the audited financial statements of MUSB for the year ended 31 May 2018 to 31 May 2019 and the internal financial statements of MACO for the 3rd quarter of 2019 ending 30 September throughout the projection period.

8.2 Capital expenditure

The IFA estimated capital expenditure by calculating investments in fixed assets from the value by each type of fixed assets, and will increase capital expenditure in that fixed assets after the expiry (Useful life) for the company to continue to operate. Although the company has a plan to install new media for MUSB, MUSB does not own the media. The IFA therefore does not capital expenditure during the plan for installation of new advertising media.

Terminal Value

The IFA have made financial projections for a period of 4.58 years ending on April 30, 2024, which is the end of the KLIA concession, leading to no cash flow after the projection period.

Summary of financial forecast of MUSB

Based on the above assumptions regarding revenue, expenses, assets, liabilities, the financial projections of MUSB in the 4th quarter of 2019 - 2028 are as follows:

Forecast of income statements of MUSB

Unit : million ringgit	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F
Sales and service income	30.79	17.93	73.57	75.41	77.22	78.99	26.76
Other income	1.15	0.38	-	-	-	-	-
Total income	31.94	18.31	73.57	75.41	77.22	78.99	26.76
Concession fees	31.17	10.50	43.44	44.50	45.55	46.57	15.77
Cost of production of advertising media	0.46	0.26	1.02	1.05	1.07	1.10	0.37
Electricity cost	0.03	0.02	0.07	0.07	0.07	0.07	0.02
Cost of other sales	1.01	0.58	2.34	2.40	2.46	2.52	0.85
Selling expenses	1.90	1.08	4.34	4.44	4.55	4.66	1.58
Administrative expenses	4.27	1.63	6.68	6.84	7.01	7.17	2.43
Total cost	38.84	14.06	57.89	59.31	60.71	62.08	21.03
Depreciation	0.49	0.37	1.47	1.47	1.47	1.47	0.49
Earnings before interest and tax	(7.39)	3.88	14.21	14.63	15.04	15.44	5.25
Finance costs	0.00	0.00	0.00	0.00	-	-	-
Income tax	0.00	0.93	3.42	3.52	3.62	3.71	1.26
Net profit	(7.39)	2.95	10.80	11.11	11.43	11.73	3.99

Forecast of financial position of MUSB

Unit : million ringgit	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F
Total assets	28.85	47.26	58.32	70.92	83.81	96.99	59.08
Total liabilities	43.35	58.81	59.06	60.51	61.96	63.39	21.48
Shareholders' equity	(14.50)	(11.55)	(0.73)	10.40	21.85	33.61	37.60

Discount rate

The discount rate used to calculate the net present value of cash flows is calculated from the Weighted Average Cost of Capital ("WACC") according to MUSB's capital structure. The IFA calculated WACC based on the weighted average of the cost of debt (K_D) and the cost of equity (K_E) of MUSB. Since the shareholders' equity as of 30 September 2019 is negative. The IFA therefore uses the assumption that VGM converted the whole amount of loans to MUSB into capital in the calculation of the discount rate. The details of the estimated discount rate are as follows:

$$\text{WACC} = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

where:

	Description
K_E	Cost of equity or the rate of return that shareholders require (R_e)
K_D	Financial cost of financial liabilities with MUSB's interest as of 30 September 2019 equals to 7.90 percent.
T	Corporate income tax rate at 24.00 percent
E	The shareholders' equity under MUSB's internal financial statement as of September 30, 2019 equals to (14.50) million ringgit
D	Interest-bearing financial liabilities in accordance with MUSB's internal financial position statement as of 30 September 2019 equals 0.06 million ringgit.

$$K_e = R_f + \beta \times (R_m - R_f) + \text{Country risk premium}$$

where:

	Description
R_f	Based on the yield of 10-year government bonds of the United States of America of 1.69 percent per year (Source: US Department of the Treasury as of October 31, 2019). The IFA considered 10-years government bond is a long-term bond with high trading liquidity. Therefore, there is low liquidity and reinvestment risk that better reflect the return on investment in non-risk assets.
β	The coefficient of variance between the returns of companies listed on the Malaysian stock exchange with similar advertising businesses with MUSB, are such as Media Prima Berhad, Asia Media Group Berhad and Seni Jaya Corporation Berhad, compared with returns from the Malaysian stock exchange for the past 2 years from 31 October 2017 - 31 October 2019 (at Source: Capital IQ). The average unlevered beta of the above 4 companies is 0.9006 and when adjusted by MUSB's financial structure, MUSB's Levered Beta is 0.9006.
R_M	Return on investment in the United States stock market, S&P 500 Index in the last 10 years is equal to 11.59 percent (Source: S&P 500 Total Return Index as of October 31, 2019)
Country risk premium	The risk compensation for Malaysia is equal to 1.67 percent (Source: Damodaran http://pages.stern.nyu.edu/~adamodar/As of January 2019)

Details of the assumptions can be summarized as follows

Details of the assumptions in the calculation of MUSB

Assumptions	Amount (%)
Risk-Free Rate (R_f)	1.69
Rate of Return of US Stock Market (R_m)	11.59
Market Risk Indicator of MUSB (Levered Beta)	0.9006
Cost of Equity (K_e)	12.27
Cost of Debt (K_d)	7.90
Proportion of liabilities to total assets at market value (W_d)	-
Proportion of shareholders' equity to total assets at market value (W_e)	100.00
WACC	12.27

From the above assumptions will result in the weighted average financial cost (WACC) of 12.27 percent, which will be used as a discount rate in calculating the expected future cash flows of MUSB.

The IFA can summarize the free cash flow of MUSB (Free Cash Flow to Firm: FCFF) as follows.

Forecast of net cash flow of MUSB

Unit : million ringgit	Q4/2562E	2563F	2564F	2565F	2566F	2567F
Net profit from after tax operations	2.95	10.82	11.14	11.45	11.75	3.99
Non-cash items	0.37	1.47	1.47	1.47	1.47	1.47
Change of working capital	8.72	0.17	0.84	0.83	0.81	0.27
Investment cost	(0.00)	(0.00)	(0.00)	(0.01)	(0.09)	-
Net cash flow	12.04	12.45	13.44	13.73	13.94	5.73
Cash flow after the forecast period (Terminal value)						
Present value of cash flows	11.70	10.78	10.36	9.42	8.52	3.37

Summary of MUSB's fair value

Description	Amount (million ringgit)
Present value of free cash flow of the business	50.78
Add: Cash and cash equivalents as of 30 September 2019	0.84
Less: Interest-bearing liabilities as of 30 September 2019	0.06
Fair value of shareholders' equity of MUSB	51.56

Based on the cash flow projections derived from the above assumptions using the weighted average cost rate (WACC), the current value of cash flows can be calculated at RM 50.78 million, plus cash and cash equivalents as of 30 September 2019 amounting to RM 0.84 million, deduct with interest bearing debt as at 30 September 2019 of RM 0.06 million under the assumption of debt to equity conversion, resulting in the fair value of the shareholders' equity of MUSB equal to 51.56 million ringgit or equal to 382.25 million THB, based on the average selling rate from the Bank of Thailand as of 30 September 2019 at 7.41 THB per ringgit.

Titanium Compass Sdn. Bhd. (TCSB)

This valuation of TCSB is limited in the preparation of TCSB's financial projections. The IFA need to refer to the data from the TCSB budget plan prepared by the MACO management together with the consideration of the MACO's internal financial statements for the 3 quarter of 2019 ending September 30, 2019, including the information mainly from an interview with the management of MACO. Since TCSB is unable to provide average selling price data, the amount of capacity and occupancy rate, but will collect data as revenue from the calculation along with the backlog of billboards. The AVA, therefore does not have the historical data of average selling price information, the capacity and the occupancy rate.

Though, TCSB's financial statements are in the period of the Fiscal year preparation between June 1 and May 31. The financial advisor therefore adjusted the financial statements of TCSB to be in line with the financial years of other companies in the MACO group that closed their financial statements in December.

Based on interviews with the management of MACO, TCSB is not able to provide average selling price information, value of advertising media capacity (Capacity) and occupancy rate (IFA). Therefore, referring to the income generated between 1 July 2019 to 30 September 2019.

Key assumptions of TCSB's financial projections are summarized as follows.

1. Revenue

Revenue from mass rapid transit systems in the category of SBK Line MRT

TCSB operates advertising business in Malaysia as the concession holder for the management of advertising media in the mass rapid transit system SBK Line, under the concession from Mass Rapid Transit Corporation Sdn. Bhd. (MRT), a company owned by the Malaysian government and the owner of the MRT SBK Line project. The MRT SBK Line is the second line of a mass transit system with approximately 51 kilometers across the city of Kuala Lumpur in Malaysia, starting from Sungai Buloh to Kajang, overall 31 stations with 51 trains take a total of 1 hour 21 minutes from the beginning of the line to the end of the line. According to the 2019 data, the MRT SBK Line has 140,000 passengers per day, with advertisements that TCSB installs within the MRT SBK from the concession contracts, divided into 5 types: Horizontal Platform Lightboxes, Columns, Platform Screen Door Panels (PSDP), Vertical Lightboxes and Station. Domination

TCSB has been granted the right to manage advertising media of MRT SBK Line in both the train and in all 31 train stations since October 19, 2016, with reference to the concession contract documents issued by MRT on September 28, 2016 with overall all 10 years of concessions.

Revenue from mass rapid transit systems in the category of MRT SBK Line consists of revenue from advertising rentals, advertising income and electricity income from advertising. Normally, the rental period is from 3 months to 1 year, resulting in TCSB receiving a consistent monthly income.

From an interview with the management, it was said that TCSB has currently installed advertising media in MRT SBK Line approximately 20% of the plan for all advertising media installation. It is expected that the additional advertising media installation plan will be completed by 2020. However, some parts will start revenue recognition within the year 2019. For this advertising media installation plan, Transad (Malaysia) Sdn. Bhd. (TRAM), a company in MACO group, is a producer of advertising media used by TCSB for further management. Therefore, TRAM's Capital expenditure plan will be consistent with TCSB's revenue that will increase. The IFA has considered MACO's internal profit and loss statement for the first 9 months of 2019. It was found that from July 2019 to September 2019, the revenue from advertising rental increased significantly. This is in consistent with an interview with the management and TRAM's Capital expenditure plan, the additional advertising media installation plan in MRT SBK Line according to TRAM's estimates.

It is expected that the total capital expenditure of 5.60 million ringgit will be used and the completion will be in 2020. At present, 2.70 million ringgit has already been invested, which is equivalent to 49.00 percent of the said budget.

From an interview with the management, currently advertising sales in Malaysia have changed a lot because advertising media have begun to change from slides to digital more, thus creating a better impression among consumers. The sales model has been changed to be Package, which consists of many billboards in the vicinity to increase the added value for billboards. As a result, currently the average selling price of billboards per billboard cannot be used for reference to the advertising price per billboard in Malaysia accurately.

The IFA has commented that according to reasoning, the average revenue from MRT SBK Line mass transit system from July 2019 to September 2019 should be used as the revenue base for the estimates. The IFA has already considered the seasonal factors that will occur in the 4th quarter of 2019. The IFA has estimated revenue from MRT SBK Line mass transit system in the 4th quarter of 2019 equaling 5.98 million ringgit and revenue from sales in 2020 equaling 24.56 million ringgit by setting that revenue growth rate in 2021 to 2024 to be equal to the inflation rate of Malaysia based on IMF shown in Attachment No. 8.25.

The concession of advertising media management within MRT SBK Line mass transit system will end on 15 December 2024. According to an interview with the management, it was found that TCSB does not have a privilege to renew the concession. Therefore, the IFA has stipulated no concession renewal upon expiry of the current concession contract.

From the above assumptions about revenue estimates, the results of revenue estimates can be concluded as follows.

TCSB's income estimates

Unit: Million ringgit	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F
Revenue from renting out advertisement	7.49	4.53	18.59	19.06	19.51	19.96	20.40	20.85	20.38
Revenue from advertising production	2.36	1.43	5.87	6.02	6.16	6.30	6.44	6.58	6.43
Electricity charge revenue from advertisement	0.04	0.02	0.10	0.10	0.10	0.11	0.11	0.11	0.11
Total revenue	9.90	5.98	24.56	25.17	25.78	26.37	26.95	27.54	26.92

2. Cost assumptions

Concession cost from MRT SBK Line

The concession cost of advertising media management within MRT SBK Line mass transit system is based on the calculation specified under the concession contract for advertising media within MRT SBK Line mass transit system between Mass Rapid Transit Corporation Sdn. Bhd. (MRT) and TCSB made on 28 September 2016. The components of the concession cost consist of 2 parts. The first part is Minimum Guarantee, which is the concession cost specified by MRT in the contract and the second part is Revenue Sharing. In this part, MRT will determine the revenue sharing ratio. For this concession, the revenue sharing ratio is equal to 30.00 percent. If the value of any component of the concession cost is higher, that component will be used as the net concession cost payable to MRT. The concession of advertising media management within MRT SBK Line mass transit system will expire on 15 December 2026 and the concession shall not be renewed upon expiry of the current concession contract.

Calculation of the concession cost for MRT SBK Line mass transit system

Unit: Million ringgit	2019E	2020F	2021F	2022F	2023F	2024F	2025F	2026F
Minimum guarantee according to concession year		7.60	7.82	8.06	8.30	8.55	8.81	9.07
Minimum guarantee calculated according to Calendar year		7.61	7.83	8.07	8.31	8.56	8.82	8.69
Revenue sharing - 30 percent of the revenue from concession		5.93	6.08	6.23	6.37	6.51	6.65	6.50
Net MRT SBK Line concession cost	6.56	7.61	7.83	8.07	8.31	8.56	8.82	8.69

Cost of sales from production

The IFA has estimated the cost from production of TCSB in the 4th quarter of 2019 based on MACO's internal profit and loss statement for the first 9 months of 2019 and an estimate was given from 2020 onwards. TCSB's cost is equal to 52.56 percent of selling revenue from production by being based on the ratio of selling cost from production to revenue in accordance with the internal profit and loss statement for the 3rd quarter of the year 2019 of MACO.

Service cost from MRT SBK Line (Service Charge)

Comprising the charges for electricity and other services that TCSB receives and is assisted from MRT SBK Line while managing advertising media. MRT can consider increasing from the actual service. The IFA has estimated the service cost from MRT SBK Line of TCSB in the 4th quarter of 2019 from MACO's internal profit and loss statement for the first 9 months of 2019 and has estimated the growth rate of such expenditure in 2020 onward equaling Malaysia's inflation estimate based on IMF shown in Attachment No. 8.25 throughout the estimation period.

Cost from the rent

The IFA has estimated the selling cost from the rent of TCSB in the 4th quarter of 2019 by reference to the internal profit and loss statement of MACO for the first 9 months of 2019. The growth rate of such expenditure in 2020 onwards is equal to Malaysia's inflation estimate based on IMF shown in Attachment No. 8.25 throughout the estimation period.

Commission cost

Commission cost represents 0.32 percent of advertising rental revenue by being based on the internal profit and loss statement of MACO for the first 9 months of 2019 and being fixed throughout the estimation period.

TCSB's costs estimates

Unit: Million ringgit	Q4/2019E	2020F	2021F	2022F	2023F	2024F	2025F	2026F
Cost of sales from concession	1.64	7.61	7.83	8.07	8.31	8.56	8.82	8.69
Cost of sales from production	0.75	3.08	3.16	3.24	3.31	3.38	3.46	3.38
Service cost from MRT SBK Line	0.55	2.26	2.31	2.37	2.42	2.48	2.53	2.59
Cost of sales from the rent	0.06	0.24	0.25	0.25	0.26	0.27	0.27	0.27
Cost of sales from commission	0.01	0.06	0.06	0.06	0.06	0.07	0.07	0.07
Total cost	3.01	13.25	13.62	13.99	14.37	14.75	15.15	14.99

3. Selling expenses

Comprising the salaries of sales persons, sales commissions, travel expenses, marketing cost and reception cost, etc. by being based on the ratio of selling expenses to service revenue during the first 9 months of 2019, which accounted for 24.82 percent of advertising rental revenue and being fixed throughout the estimation period.

4. Administrative expenses

Comprising the salaries of staff for management, utility bills, office rental and cost of office equipment, etc. The IFA has estimated TCSB's administrative expenses for the 4th quarter ending on 31 December 2019 equaling 1.09 million ringgit and estimated the growth rate of such expenditure in 2020 onwards equaling the estimated inflation rate of Malaysia based on IMF shown in Attachment No. 8.25 throughout the estimation period.

5. Depreciation and amortization

The IFA has estimated the depreciation cost according to TCSB's accounting policy with straight-line depreciation based on the average useful life of 5 years.

TCSB's expenses estimates

Unit: Million ringgit	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F
Selling expenses	1.86	1.12	4.62	4.73	4.84	4.96	5.06	5.18	5.06
Administrative expenses	3.29	1.09	6.00	6.15	6.30	6.44	6.58	6.73	6.61
Depreciation cost	0.28	0.09	0.37	0.37	0.37	0.37	0.37	0.37	0.37
Total expenses	5.43	2.31	10.99	11.25	11.51	11.77	12.02	12.28	12.04

6. Finance cost

The IFA has estimated interest-bearing liabilities and interest expenditure on loans from related companies at the interest rate of 7.90% per annum based on an interview with the management of MACO.

7. Corporate income tax

The IFA has estimated 24.00 percent throughout the estimation according to the current corporate income tax rate of Malaysia.

8. Assets

8.1 Net Working Capital

Summary of TCSB's working capital

Items	Assumptions
Assets	
– Account receivables	Days sales outstanding is 70 days
Liabilities	
– Account payables	Days payable outstanding is 50 days

The IFA has referred to the average of 1.3-year historical ratio calculated from TCSB's audited financial statements for the year ending on 31 May 2018 and the internal financial statements of MACO for 3 quarters of 2019 ending on 30 September 2019 throughout the estimation period.

8.2 Capital expenditure

The IFA has estimated Capital expenditure by calculating capital expenditure from the value of fixed assets of each type by increasing capital expenditure in such types of fixed assets after expiry of the fixed assets' Useful life so that the company can continue to operate. Although the company has a plan to install new

advertising media of TCSB, but TCSB does not own the advertising media. Therefore, there is no capital expenditure during the advertising media installation plan. TCSB will have capital expenditure during Quarter 4, 2019 to 2023 for 1.75 million ringgit and 2024 to 2028 for 0.11 million ringgit.

Terminal Value

The IFA has prepared financial estimates for 7.21 years by ending on 15 December 2026, which cover the duration of the concession period, thus stipulating no Terminal value after the year so as to accord with Conservative basis. As a result, there is no cash flow after the estimation period.

Summary financial forecast of TCSB

Based on the above assumptions concerning the estimates of revenue, expenses, assets, liabilities, the financial estimates of TCSB of the 4th quarter for the years 2019 - 2028 are detailed as follows:

Forecast of income statements of TCSB

Unit: Million ringgit	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F
Revenue from renting out advertisement	7.49	4.53	18.59	19.06	19.51	19.96	20.40	20.85	20.38
Revenue from advertising production	2.36	1.43	5.87	6.02	6.16	6.30	6.44	6.58	6.43
Electricity charge revenue from advertisement	0.04	0.02	0.10	0.10	0.10	0.11	0.11	0.11	0.11
Other income	0.21	-	-	-	-	-	-	-	-
Total revenue	10.10	5.98	24.56	25.17	25.78	26.37	26.95	27.54	26.92
Cost of sales from concession	4.92	1.64	7.61	7.83	8.07	8.31	8.56	8.82	8.69
Cost of sales from production	1.24	0.75	3.08	3.16	3.24	3.31	3.38	3.46	3.38
Cost of service charge from MRT SBK Line	1.65	0.55	2.26	2.31	2.37	2.42	2.48	2.53	2.59
Cost of sales from rental	0.18	0.06	0.24	0.25	0.25	0.26	0.27	0.27	0.27
Cost of sales from commission	0.02	0.01	0.06	0.06	0.06	0.06	0.07	0.07	0.07
Selling expenses	1.86	1.12	4.62	4.73	4.84	4.96	5.06	5.18	5.06
Administrative expenses	3.29	1.09	6.00	6.15	6.30	6.44	6.58	6.73	6.61
Total expenses	13.17	5.23	23.86	24.50	25.13	25.77	26.40	27.05	26.66
Depreciation cost	0.28	0.09	0.37	0.37	0.37	0.37	0.37	0.37	0.37
Earnings before interest and tax	(3.34)	0.66	0.33	0.30	0.27	0.23	0.18	0.12	-0.12
Financial cost	0.33	0.46	1.89	1.93	1.98	2.18	2.42	2.67	2.80
Income tax	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net profit (loss)	(3.67)	0.20	(1.56)	(1.63)	(1.71)	(1.95)	(2.24)	(2.55)	(2.92)

Remark: ¹For 9-month period 2019, the IFA estimates that TCSB will not have other income and penalty expenses in the 4th quarter of 2019 and 2020 onwards. This is due to the nature of the items which are one-time or fluctuated with the external factors.

Forecast of financial position of TCSB

Unit: Million ringgit	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F
Total assets	9.27	21.92	20.49	18.84	17.08	17.03	17.10	17.09	16.38
Total liabilities	16.71	29.92	30.84	31.61	32.38	35.12	38.30	41.71	44.82
Shareholders' equity	(7.44)	(7.42)	(9.77)	(12.20)	(14.73)	(17.52)	(20.62)	(24.05)	(27.87)

Discount rate

The discount rate is used to calculate the net present value of cash flow from calculating Weighted Average Cost of Capital ("WACC") according to TCSB's capital structure. The IFA has calculated WACC from the weighted average of the cost of debt (K_D) and the cost of equity (K_E) of TCSB. Because the shareholders' equity as of 30 September 2019 was negative, the IFA has therefore used the assumption that VGM company has converted the loan to TCSB in whole as the capital for calculating the discount rate. The details of the estimated discount rate are as follows.

$$WACC = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

where:

	Details
K_E	Cost of equity or the rate of return that the shareholders require (R_e)
K_D	Financial cost of interest-bearing financial liabilities of TCSB as of 30 September 2019 equaling 7.90 percent per annum
T	Corporate income tax rate at 24.00 percent
E	Shareholders' equity according to TCSB's internal financial statements as of 30 September 2019 equaling 5.39 million ringgit under the assumption of debt- to- equity conversion
D	No interest-bearing financial liabilities according to internal financial statements of TCSB as of 30 September 2019 under the assumption of debt -to -equity conversion

$$K_e = R_f + \beta \times (R_m - R_f) + \text{Country Risk Premium}$$

where:

	Details
R_f	Based on the return rate of 10-year US government bond equal to 1.69 percent per year (Source: US Department of the Treasury as of 31 October 2019). The IFA has considered that 10 -year government bond is a long-term bond with high trading liquidity. Therefore, there is low Liquidity Risk and Investment Risk, thus helping to reflect the return on investment in non-risk assets well.
β	Coefficient of variance between the returns of company listed on the Malaysian stock exchange with advertising media business similar to TCSB, namely Media Prima Bhd and Seni Jaya Corporation Bhd compared with the return of the Malaysian stock exchange for the past 2 years from 31 October 2017 - 31 October 2019 (Source: CapitalIQ) . The average Unlevered Beta of the two companies above is 0.9006. When adjusted by the financial structure of TCSB, Levered Beta of TCSB is 0.9006
R_m	The average return rate from investment in the US stock exchange for the past 10 years from 31 October 2009 –

		Details
		31 October 2019 was equal to 11.59 percent per year (Source: S&P 500 Total Return Index as of 31 October 2019), which should be able to reflect the risk of stock market in the long term well.
Country Risk Premium		Compensation for the risk of Malaysia is equal to 1.67 percent (Source: Damodaran http://pages.stern.nyu.edu/~adamodar/ as of January 2019).

Details of the assumptions can be summarized as follows.

Details of the assumptions in the calculation of TCSB

Assumptions	Amount (%)
Risk-Free Rate (Rf)	1.69
Rate of Return of US Stock Market (Rm)	11.59
Market Risk Indicator of TCSB (Levered Beta)	0.9006
Cost of Equity (Ke)	12.27
Cost of Debt (Kd)	7.90
Proportion of liabilities to total assets at market value (W_d)	-
Proportion of shareholders' equity to total assets at market value (W_e)	100.00
WACC	12.27

The above assumptions will result in calculation of WACC equaling 12.27 percent, which will be used as discount rate for calculating the net cash flow expected to receive in the future of TCSB.

The IFA can summarize TCSB's Free Cash Flow to Firm (FCFF) as follows.

Forecast of net cash flow of TCSB

Unit: Million ringgit	Q4/2019E	2020F	2021F	2022F	2023F	2024F	2025F	2026F
Net profit from operations after tax deduction	0.36	(0.46)	(0.50)	(0.55)	(0.61)	(0.68)	(0.76)	(1.02)
Non-cash item	0.09	0.37	0.37	0.37	0.37	0.37	0.37	0.37
Change of working capital	(3.71)	(0.23)	(0.18)	(0.18)	(0.18)	(0.17)	(0.18)	0.18
Capital expenditure	(0.01)	-	-	(0.01)	(1.74)	(0.10)	-	-
Net cash flow	(3.26)	(0.31)	(0.31)	(0.37)	(2.15)	(0.58)	(0.56)	(0.46)
Cash flow after the estimation period								
Current value of cash flow	(3.17)	(0.27)	(0.24)	(0.25)	(1.31)	(0.32)	(0.27)	(0.20)

Summary of TCSB's fair value

	Amount (Million ringgit)
Current value of free cash flow of the business	(6.04)
Plus: Cash and cash equivalents as of 30 September 2019	0.68
Less: Interest-bearing liabilities as of 30 September 2019	-
Fair value of shareholders' equity of TCSB	(5.36)

Based on the cash flow estimates derived from the above assumptions by using WACC, the current value of cash flow can be calculated equaling (6.04) million ringgit plus cash and cash equivalents as of 30 September 2019 of 0.68 million ringgit. TCSB does not have interest-bearing liabilities as of 30 September 2019. As a result, the fair value of shareholders' equity of TCSB is equal to (5.36) million ringgit or equaling (39.72) million THB by being based on exchange rate, average selling rate of the Bank of Thailand as of 30 September 2019 at 7.41 THB per ringgit.

PT Avabanindo Perkasa (AVA)

This valuation of AVA has limitations in the preparation of AVA's financial estimates. The IFA has needed to refer to data from AVA's budget plan created by the management of MACO for consideration, together with AVA's internal financial statements for the 3rd quarter of 2019 ending on

30 September 2019, including information from interviews with the management of MACO mainly. AVA was unable to prepare information on the Average selling price of billboards, value of advertising media production capacity and Occupancy rate, but will collect data as revenue from calculation to occur, coupled with the sales awaiting revenue recognition (Backlog) of billboards. As a result, AVA does not have information on the Average selling price of billboards, the value of advertising media production capacity and Occupancy rate in the past.

The IFA has referred to the advertising concession contract within the skytrain mass transit system Jakarta (MRT Jakarta) Phase 1 between PT MRT Jakarta and AVA on 13 December 2017. AVA has the right to install advertisements in MRT Jakarta Phase 1 according to the regulations of PT MRT Jakarta with the total concession period of 20 years that will end on 28 February 2039.

Key assumptions for financial forecast of AVA can be concluded as follows

1. Revenue

Revenue from advertisements in mass transit system: MRT Jakarta

The revenue consists of the advertising fees from rapid mass transit system: MRT Jakarta. Advertising media listed in the concession contract can be classified into 5 categories, including:

- Floor Stickers: These are large stickers attached to granite floors and tiled floors in the MRT station.
- General Stickers: These are stickers attached to passenger gates, stairs, elevators, platform screen doors, station columns, and rapid transit bogies.
- Lightbox/Digital Screen: These are media equipment placed on public spaces or walls of transit station at both elevated and underground levels, station columns, and elevator walls.

- Lightbox/Digital Screen Stickers: These are light or digital screen stickers attached to platform screen doors and around the transit routes.
- Latest innovation: These include LED propeller and fog screen.

The independent financial consultant estimated the revenue from advertising media that has been implemented at rapid transit system: MRT Jakarta, in the fourth quarter of 2019. With the reference from MACO's income statement during the first nine months of 2019, the consultant calculated the revenue for the year 2020 with growth rate associated with the rate of inflation in Indonesia. By citing the information from IMF, the information shows in the attached document (Number 8.25) until the end of forecast period.

AVA's income estimates

Unit: Million Rupiahs	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Revenue from advertisements implemented at rapid mass transit system: MRT Jakarta	179,932.70	95,282.52	412,890.92	426,516.32	439,738.33	452,930.48	466,518.39	480,513.94	494,929.36	509,777.24	525,070.56
Total Revenue	179,932.70	95,282.52	412,890.92	426,516.32	439,738.33	452,930.48	466,518.39	480,513.94	494,929.36	509,777.24	525,070.56

2. Cost of Service

The cost of service is separated into 3 parts, including fixed costs of service, variable costs of service, and costs of concession fees. Each part is listed with the following details:

- Fixed costs of service consist of costs of cleaning service and concession contract signing fees. The costs of cleaning service is calculated from the data of the first nine months (starting from January 1st, 2019 to September 30th, 2019). The estimation is implemented with an increase, according to the IMF's rate of inflation, demonstrating in the attached document (Number 8.25), until the end of the forecast period. The concession contract signing fees are cited from the concession contract by assigning the cost to be equivalent to 2,000 million rupiahs per year until the end of estimation period.
- Variable costs of service consist of costs of raw materials, advertising taxes, sign taxes, electricity, marketing fees. The cost of advertising taxes varies with advertising revenue at 20 percent until the end of the forecast period. Other variable costs of service are referred from the ratio between variable cost and revenue from the service during the first nine months (starting from January 1st, 2019 to September 30th, 2019). These are equivalent to 17.85 percent of advertising revenue. They are assigned to be constant until the end of forecast period.

- Costs of concession fees are referred from the agreement in concession contract that AVA has received from the advertisements. The fees are calculated either from 35 to 40 percent share of advertising revenue or from the annual minimum fees that has been indicated in the contract, depending on the higher received amount.

AVA's costs estimates

Unit: Million Rupiahs	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Fixed Costs of Service	5,155.71	2,385.24	7,740.42	7,929.86	8,113.68	8,297.09	8,486.01	8,680.59	8,881.01	9,087.44	9,300.06
Variable Costs of Service	88,554.60	37,855.05	144,253.38	149,013.74	153,633.17	158,242.16	162,989.43	167,879.11	172,915.48	178,102.95	183,446.04
Costs of Concession Fees	61,559.75	41,039.83	137,693.67	146,296.78	153,208.72	159,545.59	155,491.68	160,989.43	159,900.25	164,697.26	169,638.18
Total Cost	155,270.06	81,280.12	289,687.47	303,240.38	314,955.58	326,084.85	326,967.11	337,549.13	341,696.75	351,887.65	362,384.28

3. Selling expenses

The expenses consist of salesperson payment and other miscellaneous expenses. The independent financial consultant estimates the payment for salesperson by referring to the ratio between salesperson payment and advertising revenue during the first nine months of 2019. This payment is equivalent to 5.26 percent of advertising revenue until the end of forecast period. The independent financial consultant also estimates other miscellaneous expenses with the reference from miscellaneous selling expenses during the first nine months of 2019 and assigns an increase with additional growth rate in accordance with the rate of inflation in Indonesia for the year 2020-2024. By citing the information from IMF, the information shows in the attached document (Number 8.25). Furthermore, the growth rate in the year 2024 is assigned into 3 percent until the end of forecast period.

4. Administrative expenses

The expenses consist of rental fees, maintenance fees, insurance fees, and other expenses that are referred from administrative expenses during the first nine months of 2019. The increased amount is assigned with additional growth rate in accordance with the rate of inflation in Indonesia for the year 2020-2024. By citing the information from IMF, the information shows in the attached document (Number 8.25). Furthermore, the growth rate in the year 2024 is assigned into 3 percent until the end of forecast period.

5. Depreciation

The independent financial consultant estimates the depreciation in accordance with the AVA's accounting policy that has shown the linear depreciation with the lifetime of approximately 5 years.

AVA's expenses estimates

Unit: Million Rupiahs	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Selling Expenses	11,189.95	5,625.55	22,590.91	23,336.41	24,059.84	24,781.63	25,525.08	26,290.83	27,079.56	27,891.94	28,728.70
Administrative Expenses	3,174.26	1,058.09	4,384.71	4,529.40	4,669.81	4,809.91	4,954.20	5,102.83	5,255.92	5,413.59	5,576.00
Depreciation	2,379.69	793.23	5,531.13	5,531.13	5,531.13	5,531.13	5,531.13	5,531.13	5,531.13	5,531.13	5,531.13
Total Expenses	16,743.90	7,476.87	32,506.75	33,396.94	34,260.78	35,122.67	36,010.42	36,924.80	37,866.61	38,836.67	39,835.84

6. Finance cost

The independent financial consultant estimates the interest expenses with an interest rate of 7.90 percent, which is the rate that AVA pay to VGM according to the loan contract between AVA and VGM.

7. Corporate income tax

The independent financial consultant estimates the corporate income tax to be 25 percent until the end of forecast period in accordance with the current corporate income tax of Indonesia.

8. Assets

8.1 Net Working Capital

Summary of AVA's working capital

Items	Assumptions
Asset	
– Account Receivable	Days sales outstanding is 43 days
Liability	
– Account Payables	Days payable outstanding is 7 days

The independent financial consultant cites from the average percentage from previous nine months. Thus, it is calculated from the MACO's internal financial budget during the third quarter with the end date of September 30th, 2019 until the end of the forecast period. The assumption is suitable, and it can best reflect the current business condition.

8.2 Capital Expenditure

According to the assumption on future capital expenditure, the independent financial consultant also assigns the future capital expenditure when assets in each category are expired in term of accounting benefits, including maintenance, improvement, and replacement of assets. AVA will have capital expenditure during Quarter 4, 2019 to 2023 for 13,340.72 million Rupiahe and 2024 to 2028 for 13,614.24 million Rupiahe.

Terminal Value

The independent financial consultant prepares the financial forecast with the duration of 20.25 years, through December 31st, 2039. The constant cash flow will be set, and the AVA will have no further growth rate after the forecasted period for the conservative basis.

Summary of financial forecast of AVA

According to the assumption on estimated revenue, expenses, assets, and debt, as mentioned above. The financial forecast of AVA in the fourth quarter for the year 2019 – 2024 includes the following details:

Forecast of income statements of AVA

Unit: Million Rupiahs	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Revenue from advertisements implemented at rapid transit system: MRT Jakarta	179,932.70	95,282.52	412,890.92	426,516.32	439,738.33	452,930.48	466,518.39	480,513.94	494,929.36	509,777.24	525,070.56
Other incomes ¹	1,455.86	-	-	-	-	-	-	-	-	-	-
Total Revenue	181,388.57	95,282.52	412,890.92	426,516.32	439,738.33	452,930.48	466,518.39	480,513.94	494,929.36	509,777.24	525,070.56
Cost of Sales and Service	155,270.06	81,280.12	289,687.47	303,240.38	314,955.58	326,084.85	326,967.11	337,549.13	341,696.75	351,887.65	362,384.28
Selling Expenses	11,189.95	5,625.55	22,590.91	23,336.41	24,059.84	24,781.63	25,525.08	26,290.83	27,079.56	27,891.94	28,728.70
Administrative Expenses	3,174.26	1,058.09	4,384.71	4,529.40	4,669.81	4,809.91	4,954.20	5,102.83	5,255.92	5,413.59	5,576.00
Total Expenses	169,634.27	87,963.76	316,663.09	331,106.19	343,685.22	355,676.38	357,446.40	368,942.79	374,032.22	385,193.18	396,688.98
Depreciation	2,379.69	793.23	5,531.13	5,531.13	5,531.13	5,531.13	5,531.13	5,531.13	5,531.13	5,531.13	5,531.13
Earnings before Interest and Tax	9,374.60	6,525.53	90,696.70	89,879.00	90,521.97	91,722.96	103,540.86	106,040.02	115,366.01	119,052.92	122,850.45
Financial Cost	16.68	1,733.83	6,952.00	6,952.00	6,952.00	6,952.00	6,952.00	6,952.00	6,952.00	6,952.00	6,952.00
Corporate Income Tax	-	3,537.41	20,936.18	20,731.75	20,892.49	21,192.74	24,147.21	24,772.00	27,103.50	28,025.23	28,974.61
Net Profit	9,357.92	1,254.30	62,808.53	62,195.25	62,677.48	63,578.22	72,441.64	74,316.01	81,310.51	84,075.69	86,923.83

Remark: ¹For 9-month period 2019, other income includes interest income, dividend income, administrative expenses, loss from exchange rate. The IFA estimates that AVA will not have such revenue and expense in the 4th quarter of 2019 and 2020 onwards. This is due to the nature of the items which are one-time or fluctuated with the external factors.

Forecast of financial position of AVA

Unit: Million Rupiahs	9M/2562A	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Total assets	203,346.55	206,580.08	274,206.11	339,002.40	404,176.13	470,234.13	545,025.23	621,948.34	705,813.53	792,635.06	882,387.10
Total liability	158,173.61	160,152.84	164,970.35	167,571.39	170,067.64	172,547.42	174,896.88	177,503.98	180,058.66	182,804.49	185,632.70
Shareholders' equity	45,172.94	46,427.24	109,235.76	171,431.01	234,108.49	297,686.71	370,128.35	444,444.36	525,754.87	609,830.56	696,754.40

Discount rate

The discount rate used in the calculation of net present value of cash flow is derived from the calculation of Weighted Average Cost of Capital (WACC) in accordance with AVA's capital structure. The independent financial consultant calculates the WACC value from the weighted average of cost of debt (K_D) and cost of equity (K_E) of AVA. WACC is calculated by multiplying the cost of each capital source (debt and equity) by its relevant weight, and then adding the products together to determine the value. The formula for WACC is:

$$\text{WACC} = K_E \times E/(D+E) + K_D \times (1 - T) \times D/(D+E)$$

where:

	Details
K_E	Cost of equity or the rate of return for equity (R_E)
K_D	Cost of debt with AVA's interest at 7.90% on September 30 th , 2019
T	Corporate income tax rate at 25%
E	Shareholders' equity according to the internal financial statement of AVA, equivalent to 45,172.94 million rupiahs on September 30 th , 2019
D	No financial debt with interest according to the internal financial statement of AVA on September 30 th , 2019

$$K_E = R_f + \beta \times (R_M - R_f) + \text{Country risk premium}$$

where:

	Details
R_f	Reference from rate of return of US government bond with 10-year term, which is equivalent to 1.69% (Source: U.S. Department of the Treasury on October 31 st , 2019). Independent financial consultant considers 10-year government bond to be the long-term bond that has high trading liquidity. Therefore, there are low liquidity risk and low reinvestment risk, reflecting the good return on asset investment without risks.
β	Coefficient of variation of investment returns among Indonesia Stock Exchange's listed companies that have advertising media businesses similar to AVA, including PT NFC Indonesia Tbk, PT Surya Citra Media Tbk, PT Visi Media Asia Tbk, and PT Media Nusantara Citra Tbk. These returns are used to compare with investment returns of Indonesia Stock Exchange of previous two years, from Oct 31 st , 2017 to Oct 31 st , 2019 (Source: Capital IQ). The average of Unlevered Beta among 4 listed companies above is equivalent to 0.8737. After adjusted to the AVA's financial structure, the Levered Beta of AVA is equivalent to 2.15.
R_M	The rate of return on investments in US Stock Markets with the average dated back previously 10 years from Oct 31 st , 2017 to Oct 31 st , 2019, which is equivalent to 11.59% per year, being greatly capable to reflect the long-term risk of Stock Markets
Country risk premium	The risk premium of Indonesia is equivalent to 2.64% (Source: Damodaran http://pages.stern.nyu.edu/~adamodar/ on January 2019)

Details of the assumptive can be summarized as follows:

Details of the assumptions in the calculation of AVA

Assumption	Amount
Risk-Free Rate of Government Bonds (Rf)	1.69%
Rate of return on investments in US Stock Markets (Rm)	11.59%
Market Risk Indicator of AVA (Levered Beta)	2.15%
Cost of Equity (Ke)	12.98%
Cost of Debt (Kd)	7.90%
Proportion of liabilities to total assets at market value (W_d)	66.08%
Proportion of shareholders' equity to total assets at market value (W_e)	33.92%
WACC	12.60%

From the assumption, the result from calculation of Weighted Average Cost of Capital (WACC) is equivalent to 12.60%, which can be used as the AVA's forecast discount rate of net cash flow. The independent financial consultant summarizes the AVA's Free Cash Flow to Firm: FCFF as follows:

Forecast of net cash flow of AVA

Unit: Million Rupiahs	Q4/2562E	2563F	2564F	2565F	2566F	2567F	2568F	2569F	2570F	2571F
Net operating profit after tax	4,894.15	68,022.53	67,409.25	67,891.48	68,792.22	77,655.64	79,530.01	86,524.51	89,289.69	92,137.83
Non-Cash Items	793.23	5,531.13	5,531.13	5,531.13	5,531.13	5,531.13	5,531.13	5,531.13	5,531.13	5,531.13
Change of Working Capital	14,614.41	12,667.96	2,415.06	2,434.13	2,445.37	2,689.76	2,499.24	2,661.64	2,552.25	2,568.82
Cost of investment	-	(11,791.05)	-	-	(1,549.68)	(273.51)	(11,791.05)	-	-	(1,549.68)
Net Cash Flow	20,301.79	74,430.57	75,355.44	75,856.74	75,219.04	85,603.02	75,769.34	94,717.28	97,373.08	98,688.11
Cash flow after forecast period	-									
Present Value of Cash Flow	19,691.88	63,902.07	57,264.97	51,024.58	44,784.11	45,112.41	35,343.64	39,107.31	35,585.94	31,923.85

Summary of AVA's fair value

Descriptions	Amount (Million Rupiahs)
AVA's present value of free cash flow to firm	613,211.10
Addition: cash and cash equivalent items on September 30 th , 2019	33,367.70
Deduction: interest bearing debt on September 30 th , 2019	88,000.00
Fair value of shareholders' equity of AVA	558,578.80

According to the calculated cash flow projection with the assumption above, with the application of Weighted Average Cost of Capital (WACC) for calculation, the AVA's present value of free cash flow to firm is equivalent to 602,995.39 million rupiahs with the addition of cash and cash equivalent items, which is equivalent 33,367.70 million rupiahs, and deduction of interest bearing debt on September 30th, 2019. Therefore, the fair value of AVA's shareholders' equity is equivalent to 558,578.80 million rupiahs or equals to 1,275.96 million THB

(reference: the exchange rate of average selling rate from Bank of Thailand at 0.0023 per rupiah, dated on September 30th, 2019).

MACO Outdoor Sdn. Bhd. (MOSB) and Eyeball Channel Sdn, Bhd. (EYEBALL)

The independent financial consultant selects to assess the fair value of shareholders' equity of MOSB with the book value approach. This is because MOSB is operating as a Holding Company in which currently investing in EYEBALL for 40% of the total share that had already been sold. EYEBALL runs the business on out-of-home-advertising (OOH). The IFA valued the equity of MOSB by using the consolidated financial statement of MOSB including EYEBALL according to Equity Method.

The consultant has referred the information of MOSB shareholders' equity from MOSB's annual audited financial statement with the end date December 31st, 2018. The financial statement is audited by Leslie Yap & Co., Chartered Accountants - an auditing company in Malaysia. The details after calculation of fair value of AVA's shareholders' equity are listed below:

Book Value Approach

Details	Amount (ringgit)
Paid-up capital (1)	200,000.00
Accumulated gain (loss) (2)	(200,706.00)
Total shareholders' equity (3) = (1) + (2)	(706.00)
MOSB's total number of paid-up shares (share) ¹	200,000.00
Book value per share (ringgit)	(0.00)
Book value per share (THB) ²	(0.03)

Remark: ¹Par value for 1.00 ringgit for the total number of shares on December 31st, 2018, 2) reference: the exchange rate of average selling rate from Bank of Thailand at 7.41 THB per ringgit

The stock valuation using book value approach results in the business stock price, which is equivalent to (0.03) THB per share which reflects the equity value of EYEBALL.

VGI MACO (Singapore) Pte. Ltd. (VGI MACO)

The independent financial consultant selects to assess the fair value of shareholders' equity of VGI MACO with the book value approach. VGI MACO operates the business as the company investing in securities of other companies or known as holding company. In the present day, VGI MACO hasn't invested in securities of any company. The consultant cites the information of VGI MACO shareholders' equity from MACO's internal financial statement during the first nine months of 2019 because the consultant hasn't received the MACO's audited financial statement from the auditing company. The details of fair value of VGI MACO's shareholders' equity are listed below:

Book Value Approach

Details	Amount (THB)
Paid-up capital (1)	2,406.00
Accumulated gain (loss)	(10,227,695.00)
- Allocated-legal reserve and general reserve (2)	(1,904,640.00)
- Not allocated (3)	(8,323,055.00)
Other components of shareholders' equity (4)	401,588.00
Total shareholders' equity (5) = (1) + (2) + (3) + (4)	(9,823,701.00)
VGI MACO's total number of paid-up shares (share) ¹	100
Book value per share	(98,237.01)

Remark: ¹Par value for 1.00 Singapore dollar for the total number of shares on September 30th, 2019

The stock valuation using book value approach results in the business stock price, which is equivalent to (98,237.01) THB per share.

Puncak Berlian Sdn. Bhd. (PBSB)

The independent financial consultant selects to assess the fair value of shareholders' equity of PBSB with the book value approach. PBSB also operates the business as the holding company. In the present day, PBSB is holding the share of Meru Utama Sdn. Bhd. (MUSB) for 74.80% of shares being sold. PBSB is holding the share of Titanium Compass Sdn. Bhd. (TCSB) for 48.00% of shares being sold. PBSB is holding the share of PT Avabanindo Perkasa (AVA) for 25.00% of shares being sold. These three companies work as the advertising media businesses with the following details of operation:

- MUSB operates the advertising business in Malaysian airport as the concession holder of advertising management within Kuala Lumpur International Airport (KLIA)
- TCSB operates the advertising business in Malaysia as the concession holder of advertising management in the category of rapid mass transit system: Sungai Buloh – Kajang Line (SBK Line).
- AVA is the advertising company, operating in Indonesia. It is the concession holder of advertising management in the category of rapid mass transit system: Jakarta (MRT Jakarta) (Phase 1).

The consultant has referred the information of PBSB shareholders' equity from MACO's internal financial statement during the first nine months of 2019. The details of fair value of shareholders' equity are listed below:

Book Value Approach

Details	Amount (ringgit)
Paid-up capital (1)	17.13
Accumulated gain (loss) (2)	(9.10)
Total shareholders' equity (3) = (1) + (2)	8.03
Investment in subsidiary company (4)	(7.33)
Investment in associated company (5)	(7.03)
Total shareholders' equity after the deduction of investments in subsidiaries and associated companies (6) = (3) +(4) + (5)	(6.33)
PBSB's total number of paid-up shares (share) ¹	17,125,105
Book value per share (ringgit)	(0.37)
Book value per share (THB) ²	(2.74)

Remark: ¹Par value for 1.00 ringgit for the total number of shares on December 10th, 2019, 2) reference: the exchange rate of average selling rate from Bank of Thailand at 7.41 THB per ringgit on September 30th, 2019

The stock valuation using book value approach results in the business stock price, which is equivalent to (2.74) THB per share.

Calculation of the fair value of MACO

From the fair value data of shareholders' equity of each subsidiary and each associated company of MACO above, the fair value of shareholders' equity of MACO according to the sum of the parts method can be calculated as follows:

No	Company Name	Fair Value (THB million)	Shares Proportion Held by MACO	Fair Value according to Shares Proportion Held by MACO (THB million)
1	MACO	2,503.12	100.00%	2,503.12
2	MM	1,065.16	100.00%	1,065.16
3	OPP	19.01	100.00%	19.01
4	LAND	287.42	63.76%	183.26
5	Inkjet	57.97	50.00%	28.99
6	Green Ad	(58.25)	100.00%	(58.25)
7	MTS	198.52	100.00%	198.52
8	GSG	441.49	60.00%	264.89
9	EOA	(126.15)	100.00%	(126.15)
10	COMASS	170.40	100.00%	170.40
11	TRAT	1,150.00	81.65%	938.97
12	TRAM	140.50	81.65%	114.72
13	ROC	2,007.01	72.67%	1,458.49
14	WINB	283.52	77.25%	219.02
15	VGM	(350.88)	75.00%	(263.16)
16	PBSB	(6.33)	48.75%	(3.09)
17	MUSB	382.25	55.29%	211.35
18	TCSB	(39.72)	42.00%	(16.68)
19	AVA	1,275.96	19.69%	251.24
20	MOSB and EYEBALL	(0.01)	100.00%	(0.01)
21	VGI MACO	(9.82)	75.00%	(7.37)
Total Value of MACO				7,152.44

From the above calculation based on the fair value of the shareholders' equity in each subsidiary and associated company of MACO, multiplied by the proportion of shareholding of MACO in each company will result in the fair value of shareholders' equity of MACO equal to THB 7,152.44 million, which translates to **a value of THB 1.6511 per share**. MACO has the total of 4,331,980,914 issued and fully paid-up shares based on internal financial statements of MACO for the 3rd Quarter of 2019 ending on 30 September 2019.

Sensitivity Analysis

The Independent Financial Advisor has conducted a sensitivity analysis of the valuation of MACO shares by changing the two main factors of MACO, its subsidiaries and affiliates, which are evaluated by the Discounted Cash Flow Approach which includes (1) Weighted Average Cost of Capital (WACC) and (2) Terminal Growth Rate, the details of which are as follows:

- Weighted Average Cost of Capital (WACC), which is an analysis that reflects the cost of liabilities and costs of equity and affects the overall valuation of the business. By fixing the discount rate from the original increase and decrease by approximately 0.50 percent per year to cover the rate of

change of various variables that may occur, is expected to be sufficient for the valuation of MACO shares.

- The terminal growth rate of cash flow after the projection period, as the IFA considers that Terminal Value has a significant impact on the estimated valuation of the shares in the current value of the free cash flow of the business, it therefore conducted sensitivity analysis to changes in cash flow growth rates after the projection period by setting the discount rate increasing and decreasing by 1.00 percent per year to cover the rate of change of various variables that may occur which is expected to be sufficient for the valuation of the company's shares.

The Independent Financial Advisor uses the weighted average cost of capital (WACC) rate of 0.50 percent per year and terminal growth rate of 1.00 per year for the sensitivity analysis so as not to cause excessive gaps in the value of MACO's shares. Results of the sensitivity analysis to changes in the valuation of MACO's shares in various cases can be summarized as follows:

Sensitivity Analysis of the Changes in Share Value of MACO

Unit: THB per share		WACC				
		+ 0.50%	+ 0.25%	Base Case	- 0.25%	- 0.50%
Terminal Growth Rate	- 1.00%	1.4768	1.5203	1.5663	1.6153	1.6673
	- 0.50%	1.5100	1.5564	1.6057	1.6584	1.7146
	Base Case	1.5478	1.5977	1.6511	1.7082	1.7695
	+ 0.50%	1.5913	1.6456	1.7039	1.7666	1.8343
	+ 1.00%	1.6420	1.7017	1.7661	1.8359	1.9120

From the sensitivity analysis of MACO's share valuation by changing the weighted average cost of capital (WACC) and the terminal growth rate of MACO, its subsidiaries and each associated company and evaluated by the Discounted Cash Flow Approach, **the value of MACO shares was calculated as being between THB 1.4768 - 1.9120 per share, with a base case value of THB 1.6511 per share.**

In this regard, the valuation of shares using this method is based on the assumptions provided by MACO under the current economic conditions and circumstances. Therefore, any changes regarding MACO's business plans and policies, or the economic conditions, or MACO's current business operations deviating from the estimates and specified variables, may cause the estimates given under the above assumptions to change significantly and may affect the valuation of the estimated MACO shares as well.

Summary of the evaluation of MACO shares

The evaluation MACO's share price from all the valuation methods can be summarized as follows:

Valuation in each method has different advantages and disadvantages, reflecting the appropriateness of the share price from the evaluation in different ways as follows:

Share Value Comparison of MACO according to different valuation methodologies

Valuation Methodologies	Share Value of MACO (THB per share)	Offering Price (THB per share)	Higher (Lower) of Offering Price to Share Value of MACO	
			(THB per share)	Percentage
Book Value Approach	0.6200	1.4381	(0.8181)	(56.89%)
Adjusted Book Value Approach	0.6906	1.4381	(0.7475)	(51.98%)
Volume Weighted Average Price Value Approach	1.4381 – 1.6164	1.4381	0 – 0.1783	0% - 12.40%
Price to Book Value Ratio Approach	2.3327 – 2.6047	1.4381	0.8946 – 1.1666	62.21% - 81.12%
Price to Earnings Ratio Approach	1.8404 – 2.0749	1.4381	0.4023 – 0.6368	27.97% - 44.28%
Sum of the Parts Sensitivity Analysis	1.6511 1.4768 – 1.9120	1.4381	0.2130 0.0387 – 0.4739	14.81% 2.69% - 32.95%

- 1) The Book Value Approach takes into account the financial status of the moment and the value of assets as recorded but does not reflect the current market value of the asset, the price or demand and supply in the market, nor does it reflect future business profitability, the company's competitiveness, the economic trends or industry overview. Therefore, the Independent Financial Advisor deems that the valuation of shares by this method is not appropriate for evaluating the fair value of MACO ordinary shares and cannot reflect the true value of the business.
- 2) Adjusted Book Value Approach can better reflect the net asset value than the valuation of shares by the book value approach as the book value is used to adjust assets and liabilities to reflect the appropriate fair value of the assets and liabilities at the time of assessment. However, the adjusted book value method does not reflect the price or demand and supply in the market, does not take into account the profitability, future performance or the competitiveness of the business. Therefore, the Independent Financial Advisor deems that the valuation of shares by this method is not appropriate since it cannot reflect the true value of the business.
- 3) The Price to Book Value Ratio Approach takes into account the financial status at a certain time by comparing the average of the said ratio of the referenced companies. It does not, however, take into account the profitability and future operating results of MACO. In addition, the group of comparable companies used for reference, although having similar business operations, still had some differences in certain details. Therefore, this method is not appropriate for valuing MACO shares.
- 4) Volume Weighted Average Price Value Approach is a method that reflects the price of securities in the stock market in the past, if the trading conditions are in normal conditions, investors will be able to buy and sell securities at the price and volume as investors. However, this method will reflect the needs of buyers and sellers, not necessarily equal to the intrinsic value) of such securities and may not reflect the future performance of the company. Therefore, the independent financial advisor does not choose to use this method in the valuation of the company.

- 5) The Price to Earnings Ratio Approach is a method that uses the average retrospective market price to of its counterparts to calculate the value of the company's shares by reflecting the profitability at a specified moment in the past without reflecting the structure of the company's assets and liabilities, and may not reflect the value of the company's shares Due to the difference between the operating results and the customer types of the company and the comparable companies. Therefore, this method may not be appropriate for valuation of the Company's shares.
- 6) The Sum of the Parts method is appropriate because the method is a business valuation method that can choose an appraisal method that is appropriate for the characteristics of each company in the MACO group, such as the Discounted Cash Flow Approach, taking into account the future profitability of each business separately, or the Adjusted Book Value approach and Book Value approach, whichever is in line with MACO and MACO companies with different characteristics, such as differences in core business operations, source of income, primary property type, future plans, cost structure of different businesses, especially the media business of companies in the MACO group that refer to revenue and cost assumptions from different concessions. Therefore, the use of the method of combining the value of each business into the MACO valuation is appropriate and can reflect the potential of each company in the MACO group.

The Independent Financial Advisor is of the opinion that the most appropriate valuation method for valuation is the Sum of the Parts in which the method can reflect the different nature of business for each entity in MACO group. For example, the valuation of profit-generating companies is Discounted Cash Flow Approach and the valuation of Holding Company is Book Value Approach. As a result, the share price is between THB 1.4768 - 1.9120 per share or higher than the offer price by 2.69 – 32.95 percent with the base case value of the present value method of cash flows at THB 1.6511 per share. The IFA deems that the offering price of THB 1.4831 per share is lower than the said appraised value by THB 0.0450 - 0.4806 per share. Therefore, the said tender offer price is not appropriate.

6. Connected Transaction: Entering into the Advertising Media Management and Service Agreement

6.1. Nature and Details of the Connected Transaction for Entering into the Advertising Media Management and Service Agreement

The Board of Directors' Meeting of Master Ad Public Company Limited (the "Company") No. 6/2019 held on October 30, 2019 has passed the resolution to propose a shareholders' meeting of the Company to consider and approve the Company and/or its subsidiaries to enter into the Advertising Media Management and Service Agreement to grant the rights to Plan B Media Public Company Limited ("PLANB") to sell, market and manage all Out-of-Home advertising media in Thailand of the Company and/or its subsidiaries (the "Advertising Media Management and Service Agreement"), with an aggregate consideration of THB 3,150,000,000 (by reference to a minimum guarantee thereunder) (the "Transaction").

The Transaction constitutes a connected transaction 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 Governor 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) (the "Connected Transaction Notifications"). As VGI Public Company Limited ("VGI"), a major shareholder of the Company (holding 33.17 percent of total paid-up shares of the Company as of November 14, 2019), is also a major shareholder of PLANB (holding 18.80 percent of total paid-up shares of PLANB as of November 14, 2019), PLANB becomes a connected person of the Company. The transaction size is equivalent to 200.12 of Net Tangible Assets (NTA) of the Company as appeared in the reviewed consolidated financial statements of the Company for the accounting period ending June 30, 2019, and after computing the foregoing with other connected transactions of the Company within the past 6 months before the entry into the Transaction, including the issuance and offering of newly issued ordinary shares of the Company to PLANB which will be approved by the upcoming shareholders' meeting of the Company, the total connected transaction size of the Company within the past 6 months is equivalent to 328.47 percent, which is more than 3 percent, of total NTA of the Company. Therefore, the Company is required to undertake the following actions:

In the case to consider the transaction size by simulating the expenses from the Advertising Media Management and Service Agreement instead of calculating from the minimum compensation according to the contract, the transaction size is equivalent to 42.88% of net tangible assets (NTA) of the Company. When it is calculated together with other connected transactions of the Company, which occurs in the 6-month period prior to the transaction, including the issuance and offering of ordinary shares of the company to PLANB, which was approved by the shareholders meeting at the same time. The Company's total connected transaction size in the past 6 months was 171.24% of the net tangible assets (NTA) of the Company.

As the transaction size and the connected transactions of the Company within the recent 6-month period composed up to more than 3% of net tangible assets (NTA) of the Company. Therefore, the Company has the responsibilities as follows;

- 1) to disclose information regarding the Transaction to the Stock Exchange of Thailand ("SET") pursuant to the Connected Transaction Notifications;

- 2) to hold for a shareholders' meeting of the Company to approve the Transaction where the resolution must be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote, excluding the votes of the shareholders having an interest in the matter from the calculation base; and
- 3) to appoint an Independent Financial Advisor (IFA) to give an opinion on the Transaction and submit such opinion to the Office of the Securities and Exchange Commission (the "SEC Office"), the SET and the shareholders of the Company.

In this regard, the Company would like to disclose information regarding the Transaction to the SET pursuant to the Connected Transaction Notifications, with necessary information for shareholders' decision as follows:

6.1.1. Date / Month / Year of the Transaction

The Company and/or its subsidiaries will enter into the Advertising Media Management and Service Agreement with PLANB after the Company and PLANB's shareholders' approval and it will be considered effective as from 1 January 2020 onwards.

6.1.2. Contractual Parties and Relationship with the Company

Grantor	:	Master Ad Public Company Limited and/or its subsidiaries
Grantee	:	Plan B Media Public Company Limited
Relationship with the Company	:	As of the date of this Information Memorandum, the Company and PLANB have the same major shareholder, i.e. VGI. As VGI holds 33.17 percent of the total paid-up shares of the Company as of November 14, 2019 and holds 18.80 percent of the total paid-up shares of PLANB as of November 14, 2019, PLANB becomes a connected person of the Company pursuant to the Connected Transaction Notifications.

General Information of PLANB

Company name	:	Plan B Media Public Company Limited
Type of business	:	PLANB provides Out-of-Home media and production services, which can be divided into the following 7 categories: <ol style="list-style-type: none">(1) Transit media, focusing on advertising media outside and inside the air-conditioned buses and advertising media in Metropolitan Rapid Transit (MRT);(2) Classic media;(3) Dynamic media;(4) Retail media;

- (5) Airport media;
- (6) Online media; and
- (7) Engagement Marketing

Registration no.	:	0107556000507
Registered capital (as of October 30, 2019)	:	THB 458,848,957.40
Paid-up capital (as of October 30, 2019)	:	THB 388,256,810.10
Head office address	:	298/64-65 Pitsanulok Road, Siyakmahanak, Dusit, Bangkok 10300
Website	:	www.planbmedia.co.th

Board of Directors

The Board of Directors of the PLANB as of November 20, 2019 is as follows:

Lists of Names of the Board of Directors	Position
1. Pol. Gen Somchai Vanichsenee	Chairman of the Board of Directors / Independent Director / Chairman of the Audit Committee
2. Mr. Palin Lojanagosin	Director / Chief Executive Officer
3. Dr. Pinijsorn Luechaikajohnpan	Director / Managing Director
4. Mr. Tanate Lojanagosin	Director
5. Mr. Ekapak Nirapathpongporn	Director
6. Mr. Lap Shun Nelson Leung	Director
7. Mrs. Pennapha Dhanasarnsilp	Independent Director / Member of the Audit Committee
8. Mrs. Monluedee Sookpantararat	Independent Director / Member of Audit Committee

Lists of Shareholder

List of top 10 major shareholders of PLANB as of November 14, 2019 are as follows:

Major Shareholders	No. of Shares	Shareholding Percentage
1. Mr. Palin Lojanagosin	974,068,100	25.09
2. VGI Public Company Limited ⁽¹⁾	730,004,705	18.80
3. Mr. Suchart Luechaikajohnpan	192,287,658	4.95
4. Bualuang Long-Term Equity Fund	149,050,400	3.84

Major Shareholders	No. of Shares	Shareholding Percentage
5. Thai NVDR Company Limited	117,289,420	3.02
6. Miss Ornalin Rojanakosin	83,136,262	2.14
7. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED ⁽²⁾	76,426,400	1.97
8. Bualuang Long-Term Equity Fund 75/25	74,730,800	1.92
9. K 20 Select Long-Term Equity Fund	58,272,000	1.50
10. Dr. Pinijsorn Luechaikajohnpan	58,238,522	1.50

Remark:

¹ As of 14 November 2019, VGI holds 33.17 percent of the total paid-up shares of the Company. In addition, BTS Group Holdings Public Company Limited (“BTSG”), the major shareholder of the Company (as of 23 August 2019, BTSG holds 18.22 percent of total paid-up shares of the Company), is also the major shareholder of VGI (as of 19 July 2019, BTSG holds 21.22 percent of total paid-up shares of VGI).

² SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED is the company limited incorporated in the United Kingdom which is not a related person of the Company

The details regarding the issuance and offering of the newly issued ordinary shares through Private Placement as set out in the Information Memorandum, which is a connected transaction of Master Ad Public Company Limited, dated October 30, 2019. (Shown in Section 4)

6.1.3. Characteristics of the Transaction

The Company intends to change its nature of business operations from a service provider of Out-of-Home media advertising to an asset owner of advertising media in Thailand and a service provider for the construction, sourcing, installation, and maintenance of such advertising media only. In addition, the Company will focus on improving and expanding of its Out-of-Home media business in overseas instead. In this regard, the Company is seeking for a strategic partner who has an expertise in the management and sales of advertising media in Thailand for assisting the sales and management of advertising media in Thailand of the Company and its subsidiaries. Further, the Company views that PLANB has expertise and experiences for the management of Out-of-Home media in prime locations throughout Thailand for many years. Therefore, the Company wishes to enter into the Advertising Media Management and Service Agreement to appoint PLANB as a manager of all advertising media in Thailand of the Company's and/or its subsidiaries.

Material terms and conditions of the Advertising Media Management and Service Agreement are summarized as follows:

Parties	<ul style="list-style-type: none"> ● Master Ad Public Company Limited (Grantor) ● Plan B Media Public Company Limited (Grantee)
Effective Date	The Company and / or its subsidiaries will enter into an advertising media management agreement with PLANB after receiving approval from the shareholders'

	<p>meeting of the Company and PLANB, and it shall be deemed that the contract will be retroactive from the date of contract signing.</p>
Term	<p>From the date of contract signing until 31 December 2024 with a renewal right to be exercised by either the Company and PLANB for the period of 5 years except (a) one of the party has breached the contract (b) selling price of Out-of-Home Media has declined more than previously agreed and both parties can't settle to new minimum revenue.</p> <p>In the event that either party does not wish to renew the contract, that party must notify the other party at least 6 months in advance and in the event that this contract is terminated, PLANB agrees to assist the company for a period of not over 3 months from the expiry date of the contract to help the company return to manage its advertising media.</p>
Key Terms and Conditions	<ul style="list-style-type: none"> ● The Company grants the right to sell, market and manage all of Out-of Home advertising media of it and its group companies in Thailand (the "Advertising Media") to PLANB. ● The Company shall install the advertising materials on the Advertising Media as specified by PLANB and shall maintain all Advertising Media to be in good working condition. ● The Investor shall sell, market and manage all of the Advertising Media and be the direct contact with customers. PLANB will be the person who enter into the contract with such customers.
Consideration	<ul style="list-style-type: none"> ● For the Advertising Media as listed in the Advertising Media Management and Service Agreement, the consideration of each party shall be, subject to the minimum guarantee, at the following rates based on the gross revenues from the sale of space on the Advertising Media after discounts (if any) but before any expenses (the "Gross Revenues"): <p style="margin-left: 40px;">(a) For the Gross Revenues of each calendar year which is equal to or less than THB 900,000,000,</p> <p style="margin-left: 80px;">(i) The Company shall be entitled to 85 percent thereof; and</p> <p style="margin-left: 80px;">(ii) PLANB shall be entitled to 15 percent thereof.</p> <p style="margin-left: 40px;">(b) For the Gross Revenue of each calendar year which is greater than THB 900,000,000</p> <p style="margin-left: 80px;">(i) The Company shall be entitled to 90 percent for the amount exceeding THB 900,000,000; and</p> <p style="margin-left: 80px;">(ii) PLANB shall be entitled to 10 percent for the amount exceeding THB 900,000,000.</p>

	<p>Such revenue consideration has taken into account the compensation model according to the guidelines generally used in the industry.</p> <p>In this regard, in the case that the total revenue from any calendar year to be more than THB 900,000,000, the Company will receive the compensation for 85% of total revenue for the portion less than THB 900,000,000 and will receive the compensation for 90% of total revenue for the portion <u>more than</u> THB 900,000,000.</p> <ul style="list-style-type: none"> Such compensation is calculated from the number of billboards of the Company and its subsidiaries after the Asset Optimization Exercise between the parties. The Company and PLANB will have further discussion in order to revise the compensation in the case that there is the significant change in the amount of advertising medias.
<p>Compensation Payment Method</p>	<ul style="list-style-type: none"> PLANB will prepare and deliver the report of the sales of advertising media to the company. Including advertising sales agreements made with customers each month for the company PLANB will pay compensation to the company and / or subsidiaries on a monthly basis by PLANB will process the compensation after receiving the invoice from the company*
<p>Minimum Guarantee</p>	<ul style="list-style-type: none"> PLANB guarantees that the minimum consideration to be received by the Company per annum shall not be less than THB 700,000,000 for the Advertising Media as listed in the Advertising Media Management and Service Agreement. In the first year, PLANB agreed to guarantee the minimum compensation in the amount of THB 350,000,000 for the period from 1 July 2020 to 31 December 2020, as PLANB may take time to market and manage advertising media. However, during the period from the effective date of the agreement until 30 June 2020, PLANB agrees to use its best efforts in managing and selling advertising media. PLANB must pay the company at the stipulated rate. When considering the experience and knowledge of PLANB has been selling, marketing and managing out-of-home advertising in Thailand for many years. PLANB will be able to effectively manage advertising media. The minimum consideration is subject to revision if the volume of Advertising Media changes, or any Advertising Media as listed in the Advertising Media Management and Service Agreement is not the subject thereof for any specific period during the term thereof.

<p>Right of First Refusal</p>	<ul style="list-style-type: none"> ● If PLANB obtains the right to install such Traditional Advertising Media, PLANB shall give the first right to the Company to procure, construct and own the static billboards situated on private-owned land, static board or LED screen on BTS pillars and flyovers in Thailand (the “Traditional Advertising Media”). If the Company does not wish to procure, construct and own such Traditional Advertising Media, or delays in doing so, PLANB shall be entitled to procure, construct and own such Traditional Advertising Media on no better terms. ● The Company reserves the right to construct and own the advertising media in respect to static billboards or LED screens on BTS pillars and flyovers currently under the concession from Bangkok Metropolitan Administration. Moreover, if in the future, PLANB is granted the rights to construct and own the advertising media mentioned above PLANB will grant the Company rights to procure and create such media first if the Company does not wish to receive such rights. PLANB will have the right to carry out the said project. ● In this regard, PLANB grants the right to sell, market, and manage the advertising media of the Company and subsidiaries’ including the existing ones and the new advertising medias that the Company will own in the future according to the Advertising Media Management and Service Agreement.
<p>PLANB’s Undertaking</p>	<p>PLANB shall be entitled to continue its existing Out-of-Home advertising media business outside Thailand currently operated whether by itself or through its subsidiaries or affiliates or with any person but shall not, either by itself or through its subsidiaries or affiliates or with any person, expand its out-of-home advertising media business outside Thailand, save for those agreed otherwise by the Company and PLANB (PLANB does not have any control over the management and business) with the lists as follows:</p> <ol style="list-style-type: none"> (1) JKJ Media Services Inc. (2) Century Billboard Sdn Bhd (3) PT Estha Yudha Ekatama (4) Panyathip Plan B Media Lao Co., Ltd. and (5) Potential Projects and/or Other Affiliates which will be notified by PLANB prior to the completion of the issuance and offering of newly issued ordinary share to PLANB
<p>Conditions to Terminate Contract</p>	<ol style="list-style-type: none"> (1) Any contractual party has breached the contract and does not proceed to remedy the breach of the said contract. (2) Any contract party has the right to terminate this contract in the event that the selling price of advertising media falls below the amount agreed by the contract parties (3) Any contract party has the right to terminate the contract in the event that PLANB

	holds shares in companies less than 10%.
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* The method of revenue recognition under the advertising media contract is under discussion between the company and the auditor. If the company is aware of the accounting method, the company will explain and disclose in the management's explanation and analysis (MD&A)

The above conditions are the conditions that the parties agreed in the memorandum of agreement. At present, the Company is in the process of negotiating the draft media management contract with PLANB. However, according to the media management agreement, there will be no material changes. Different from the essence of the draft media management contract mentioned above in any way. If there is any change in the Company will inform the shareholders accordingly.

(The Independent Financial Advisor has not yet received a contract or draft of the Advertising Media Management and Service Agreement that the Company will sign with PLANB to assign PLANB to manage, market, and sell all of the Company and its subsidiaries' out-of-home media in Thailand. The Independent Financial Advisor, therefore, cannot comment on the Asset Optimization Exercise between the parties. According to the interview with the Company management, the asset restructuring process is currently under negotiation between MACO and PLANB. The Independent Financial Advisor only commented on the transaction from the summary of the contract received from the Company. If the content of the contract has changed or there are other details in addition to the summary of the contractual matters received from the Company, the opinion of the Independent Financial Advisor may have changed significantly.)

6.1.4. Total Value of Consideration

6.1.4.1. Total Value of Consideration

The total value of consideration of the Transaction is calculated from the total minimum guarantee under the Advertising Media Management and Service Agreement, which is equivalent to THB 3,150,000,000.

6.1.4.2. Basis Used to Determine the Total Value of Consideration

The basis used to determine the total value of consideration between the Company and/or subsidiaries of the Company and PLANB is the price resulting from negotiation between the Company and PLANB taking into account the compensation model according to the guidelines generally used in the industry. In addition, in determining compensation and minimum compensation under the contract, the Company takes into account the revenue from billboards based on the number of billboards the Company has after the asset optimization exercise between the Company and PLANB and the actual cost of selling the Company's billboards in the past.

In determining the compensation rate under the advertising media management contract, the Company and PLANB refer to the selling expenses that the Company and its subsidiaries pay in relation to advertising media, which is approximately 13% while determining the certainty of warranty value of the minimum compensation in which if the Company enters into the contract with other entities, the Company might not grant

the minimum guarantee for advertising media revenue. Therefore, the Company is of the opinion that the compensation rate of 10-15% is appropriate and expected to be beneficial to the Company in the future.

For the minimum guarantee of 700,000,000 THB, the amount comes from assessing the ability to generate the revenue (before deducting the cost of hiring the advertising media distributors) of the media that the Company and its subsidiaries will appoint PLANB to manage according to the terms of the media management contract. Asset Optimization Exercise between the Company and PLANB. The company estimates the number of billboards to be reduced from the adjustment of asset structure and the company expects to have revenue after the asset adjustment of approximately THB 892 million per year based on the operating data for 9-month period for the year 2019 prepared by the management And after deducting compensation from advertising media management agreement with PLANB, the company will earn approximately THB 758. However, entering into the said agreement will cause the company's revenue to decrease in accordance with the compensation ratio that the company and its subsidiaries paid to PLANB at the ratio of 10-15% At the same time, the selling expenses of the company and its subsidiaries related to the sales of advertising media will also decrease at the rate of approximately 13%, resulting in the operating profits associated with the sale. The advertising media will be similar to the case that the company is currently operating. Therefore, the company is therefore of the opinion that the minimum compensation rate of THB700 million per year and the compensation ratio and that it is appropriate and expected to be beneficial to the Company in the future.

6.1.4.3. Connected Transaction Size

The connected transaction size between the Company and/or its subsidiaries and PLANB can be calculated using the following methods:

(1) Calculated from the minimum total value of the contract, which is a total amount. 3,150,000,000 THB throughout the contract period (5 years) will result in the transaction size equal to 200.12% of the net tangible assets (NTA) of the Company as shown in the Company's consolidated financial statements audited by a certified auditor for the accounting period ending June 30, 2019. When calculated together with other connected transactions of the Company that occurred in the past 6 months before the transaction, including the issuance and offering of new ordinary shares of the Company to PLANB, which will be approved from the shareholders 'meeting at the same time, the sum of the size of connected transactions of the Company in the past 6 months is equal to 328.47% of the Company's net tangible assets (NTA).

(2) Calculated from the virtual cost that the Company has to pay under the advertising management agreement. In the event that the total revenue per year is 900,000,000 THB, PLANB is entitled to receive compensation equal to 15% of the total revenue or 135,000,000 THB per year and equal to 675,000,000 THB throughout the contract period (5 years), representing 42.88% of the net tangible assets (NTA) of the Company as shown in the Company's consolidated financial statements audited by a certified auditor for the accounting period ending June 30, 2019. When calculated together with other connected transactions of the Company that occurred in the past 6 months before the transaction, including the issuance and offering of new ordinary shares of the Company to PLANB, which will be approved from the shareholders 'meeting at the same time,

the sum of the size of connected transactions of the Company in the past 6 months is equal to 171.24% of the Company's net tangible assets (NTA).

In this regard, the size of the said transaction exceeds 3% of the Company net tangible asset value. The said transaction is considered a connected transaction according to the Notifications on connected transactions.

6.1.4.4. Payment and Condition of Payment

PLANB agrees to pay compensation from the sale of advertising media which has items in the advertising media management agreement to the Company as follows:

(1) In the case that the total revenue in any calendar year is equal to or less than 900,000,000 THB:

- The Company will receive compensation equal to 85% of the total revenue.
- PLANB will receive compensation equal to 15% of the total revenue.

(2) In the case that the total revenue in any calendar year is more than 900,000,000 THB:

- The Company will receive compensation equal to 90% of the total revenue. (Only the part that is over 900,000,000 THB)
- PLANB will receive compensation equal to 10% of the total revenue. (Only for excess of 900,000,000 THB)

Such revenue consideration has taken into account the compensation model according to the guidelines generally used in the industry.

To be free of doubt, if the total revenue of any calendar year is greater than 900,000,000 THB, the Company is entitled to receive compensation at the rate of 85% of the total revenue for the amount not exceeding 900,000,000 THB and will be entitled to receive compensation at the rate of 90% of the total revenue for the excess of 900,000,000 THB until the end of the calendar year. In the first year, PLANB agreed to guarantee the minimum compensation in the amount of THB 350,000,000 for the period from 1 July 2020 to 31 December 2020 as PLANB may take time to market and manage advertising media. In the period between 1 January 2020 to the date of entering into the advertising media management agreement (which will occur after receiving approval from the shareholders' meeting of the company and PLANB), PLANB will send the team To conduct a survey to prepare for the marketing and management of advertising media under the advertising media management agreement

However, during the period between the effective date of the agreement until 30 June 2020, PLANB agrees to use its best efforts in managing and selling advertising media. PLANB has to pay compensation to the company at a fixed rate which, considering the experience and knowledge of PLANB in selling, marketing, and managing out-of-home media in Thailand for many years. The company believes that PLANB will be able to effectively manage advertising media.

6.1.5. Connected Person and Characteristics and Scope of Interests

PLANB is a connected person of the Company pursuant to the Connected Transaction Notifications because the Company has the same major shareholder with PLANB. As VGI, a major shareholder of the Company (holding 33.17 percent of the total paid-up shares of the Company as of November 14, 2019), is also a major shareholder of PLANB (holding 18.80 percent of the total paid-up shares of PLANB as of November 14, 2019),

In addition, the Company has the same major shareholder with VGI, i.e., BTS Group Holdings Public Company Limited (“BTSG”). BTSG, a major shareholder of the Company (holding 18.22 percent of the total paid-up shares of the Company as of November 14, 2019), is also a major shareholder of VGI (holding 21.22 percent of the total paid-up shares of VGI as of July 19, 2019).

6.2. Reasons and Appropriateness of the Connected Transaction for Entering into the Advertising Media Management and Service Agreement

Since the Company is going to adjust its business operation from being a service provider of out-of-home advertising media to that of asset ownership in Thailand, only responsible for the construction, procurement, installation and maintenance of the said media, with the Company shifting its focus to the development and expansion of the Company's out-of-home media business in foreign countries and other service businesses of the Company, whereby the Company will grant the right to manage advertising media in Thailand owned by the Company and its subsidiaries to PLANB, a company that has expertise in managing and selling advertising media in Thailand. The Company therefore wishes to execute an advertising media management agreement appointing PLANB to be the management of all advertising media in Thailand of the Company and / or its subsidiaries.

6.3. Pros and Cons of Entering and Not Entering into the Connected Transaction for the Advertising Media Management and Service Agreement

6.3.1. Pros of entering into the connected transaction for the Advertising Media Management and Service Agreement

- 1) There is a minimum income guarantee.

Entering into the transaction of executing an advertising media management agreement will guarantee that the Company receives annual compensation of at least THB 350 million for the period from 1 July 2020 to 31 December 2020 and THB 700,000,000 per year for a period of at least 4 years (if the number of advertising media of the company is not reduced from more than the agreed amount and the contract parties are unable to negotiate an agreement to adjust the minimum compensation fee), which will enable the company have a certain and consistent income. When considering the experience and knowledge of PLANB in selling, marketing and managing out-of-home advertising in Thailand for many years, the Company's management

believes that PLANB will be able to manage the advertising media effectively and is likely to have a higher actual income than the income with a minimum guarantee.

2) More opportunities to reach the market and customer groups

Entering into a transaction to execute an advertising media management contract with PLANB is an opportunity to have access to PLANB's market and customers. PLANB has a wide direct customer base with many large leading companies such as Thai Air Asia, Kasikorn Bank and Samsung and etc. (from the information on the advertisement board), including strong relationships with advertising agencies and PLANB is a major media network provider, thereby receiving extensive contacts and works from a large number of advertising agencies. In addition, PLANB also has the potential and longstanding experience in managing out-of-home media in key locations throughout Thailand. Therefore, this collaboration should result in increased advertising occupancy rates for MACO's billboards and will have a positive impact on MACO's future revenue and profits.

3) Priority right to install advertising media in Thailand

If PLANB is granted the right to install static billboards on private property ("traditional advertising media"), PLANB must give the Company the priority right to procure, construct and own such traditional advertising media unless the Company does not want to do so or does not proceed to do so within the specified period, PLANB will then have the right to procure, construct and own said advertising media. In addition, if in the future, PLANB is granted the rights to construct and own the advertising media in the form of screen or LED sign on the pillar under the BTS station and above flyovers as mentioned above, PLANB will give the rights to the Company in procuring and creating the said media first which will create an opportunity for the Company to become an owner of the property with an increased potential by discovering its own good location and getting introduced from PLANB. As a result, the Company does not have to compete with PLANB to own new assets. In addition, the Company does not have to waste time and money in marketing by itself because PLANB will be the one who is looking for MACO's new clients for sign rental.

4) The company is able to fully devote its resources to focus on conducting business in foreign markets.

Since the Company has plans to adjust its business operation in Thailand from that of previously being a "service provider of advertising media" to becoming only the owner of advertising media in Thailand, responsible for the construction, procurement, installation and maintenance of the said media. The Company will then shift its focus on the development and expansion of its out-of-home media business in foreign countries and other service businesses of the Company. In this transaction of entering into the management contract with PLANB for managing the advertising media, in addition to helping manage the advertising media in Thailand for the

Company, PLANB, as well as the subsidiaries and/or affiliates or joint venture companies of PLANB will not expand their out-of-home advertising media businesses in foreign countries, unless already undertaken at present. Furthermore, business expansion that PLANB operates through an associated company or a joint venture company in which the local partner is the main management of that company and PLANB does not have management power and no control over the said business, the list of which are as follows:

- (1) JKJ Media Services Inc.
- (2) Sanctuary Billboard Sdn Bhd
- (3) PT Estha Yudha Ekatama
- (4) Panyathip Plan B Media Lao Co., Ltd. and
- (5) Other upcoming projects and / or other joint venture companies which the Company will be notified by PLANB before the issuance and offering of newly issued ordinary shares to PLANB is complete.

Such an arrangement will enable MACO to fully focus on conducting business in international markets and enhance expansion of the business operations in international markets more than currently as executives see the opportunity to expand out of home media.

5) Synergy of the MACO, PLANB, VGI and Hello LED

MACO, PLANB, VGI and including Hello LED will join forces to become the market leader in selling out-of-home advertising media by covering the market share of such media both in Bangkok and other provinces. This helps increase the bargaining power in the market in terms of both the selling price and the bargaining power with the agencies, thereby helping to attain economy of scale in general, through cost savings such as materials and equipment used in making billboards, repair services, including insurance, marketing management expenses, etc., which will help to increase the rate of sales of all existing advertising media owned by the group, from the sale of trailer packages.

6) Competition in digital advertising media business operations

Because many new forms of advertising media are being created, especially online media that is fast-growing and able to reach consumers at all times due to the fact that more consumers have access to the internet. Therefore, the collaboration in out-of-home advertising media business will help strengthen both MACO and PLANB to compete in the media services market.

7) Reducing the competition between MACO and PLANB and Hello LED

If MACO does not enter into a management contract for advertising media management with PLANB, the three companies will still be competing for customers, possibly resulting in price competition and lower revenue per billboard. The collaboration will reduce competitors for both

companies and PLANB will provide more variety of advertising media services, bringing about the ability to provide customers with more complete and comprehensive services. In addition, if MACO has to compete in the market with PLANB and Hello LED, then PLANB may have an advantage because PLANB has higher investments and the size of the company is much larger than MACO. If there is actually a price competition between the two, PLANB may be better able to expand to be more competitive.

6.3.2. Cons of entering into the connected transaction for the Advertising Media Management and Service Agreement

1) Lost management compensation to PLANB

After entering into the transaction to execute the advertising media management agreement with PLANB, the contractual condition requires MACO to pay the management fee not more than the total rate of 1) 15 percent of the revenue in the case that the gross income in any calendar year is equal to or less than THB 900,000,000 and 2) 10 percent of total revenue only in the event that the total revenue in any calendar year is more than THB 900,000,000 (the total revenue means the total revenue from the sale of advertising space after deducting discounts (if any) but before deducting other expenses) (PLANB will guarantee a minimum income of THB 350 million for the period from 1 July 2020 to 31 December 2020 and THB 700 million per year for a period of at least 4 years.)

2) The change of minimum compensation guarantee in the first year

In the Company's summary of the essence of the management contract for managing advertising media and the Company's information disclosed since 31 October 2019 and the one with amendments indicated that there will be a minimum compensation in the first year at THB 700 million, but later changed to THB 350 million for the second half as PLANB may take time in marketing and advertising media management. If MACO can already do marketing by itself in the first half, contract that has not yet expired will become part of the PLANB minimum guarantee in the second half by default. It may be seen that PLANB does not require much effort in marketing. However, from the interview with the Company's executives, there may be the reduction in the number of sales teams in the first half.

3) Loss of the Company's customer base

Upon entering into a management contract for managing advertising media with PLANB, PLANB will be responsible for sales, marketing and management of all advertising media and must be in direct contact with customers. MACO's clients whose contract with MACO to use the advertising media has not yet expired, will also be counted as the income that PLANB will receive as well. Therefore, PLANB is the party that takes the client base from MACO. If PLANB's management of advertising media services under the contract goes well, the Company will lose its customer base

if, in future, it does not renew the management contract and has to resume management of the media services itself.

However, the format of advertising media management in the future may change, whereby purchasing out-of-home media services may be in the form of a contract to purchase online advertising services as in many countries such as in the United States, Brazil, Singapore and England etc.

4) Lost benefits from relationships with existing customers of the Company

Since the Company has been operating in the advertising industry for a long time, it is normal for it to have existing customers who are already using its media services continuously. When PLANB enters into a management agreement to manage the advertising media for MACO, some of the Company's existing customers will become clients of PLANB. Therefore, PLANB may not be responsible for acquiring such customers at all, the Company will have to pay compensation to PLANB based on the value of the Company's own original clientele.

5) Loss of the experienced sales team of the Company

The Company will lose its experienced team in selling advertising media when it enters into the management contract with PLANB to manage advertising media services, which results in the Company no longer needing to have its own sales team. However, should MACO terminates the management contract with PLANB in the future, the Company will no longer have its own sales team and may have to pay higher costs of recruiting and training new staff. However, in the event that this contract is terminated, PLANB agrees to help the Company for a period not exceeding 3 months from the expiry date of the contract in order to help the Company to be able to return and manage the Company's advertising media.

6.3.3. Pros of not entering into the connected transaction in executing an advertising media management agreement

1) No obligation to pay management compensation to PLANB.

If a management contract to manage advertising media is not entered into with PLANB, MACO will not have to pay compensation to PLANB which will reduce MACO's profits.

2) The Company will not lose its sales team.

If the Company does not enter into this advertising media management contract with PLANB, the Company will not have to lose a sales team with advertising experience, which may require a lot of time and resources to replace.

3) The Company will be able to maintain its customer base

If this contract is executed, PLANB will be the exclusive contact person for customers. Therefore, if the Company does not enter into this transaction, it is able to maintain its existing customer base as well as being able to expand the customer base as well.

4) The Company is not under any obligation if it wanted to expand the business on its own

Entering into this advertising media management agreement will create an obligation for the Company in conducting business in Thailand because MACO is prohibited from procuring clients and is required to allow PLANB to be the sole point of contact. If customers contact the Company directly to request advertising media service, the Company will not be able to accommodate but must have PLANB as the contact point and will also have to pay compensation to PLANB.

6.3.4. Cons of not entering into the connected transaction in executing an advertising media management agreement

1) Lost opportunity to focus on the development of foreign markets

If MACO does not enter into this transaction to execute an advertising media management agreement with PLANB this time, it may prevent the Company from developing international markets as planned, the Company will have to try to maintain the domestic market because PLANB is a major competitor. Therefore, it may not be able to devote resources to focusing on investment in foreign markets which may improve business operations abroad as it wants.

2) Competition in the advertising media service business cannot be reduced

If MACO does not enter into this transaction to execute an advertising media management agreement with PLANB, who has the potential and experience in managing out-of-home advertising media in various key locations throughout Thailand for a long time. It is evident from MACO's issuance and offering of securities to PLANB this time that PLANB has higher investment capital and the size of the company is much larger than MACO. If the price competition actually occurs, PLANB may be better able to expand and be more competitive.

3) Conditions precedent of entering into the transaction by PLANB

According to the terms of the capital increase transaction to be used as a source of funds for the acquisition of Hello LED, there is a condition that the advertising media management agreement must be executed beforehand. Therefore, if this management contract is not entered into, all related transactions will be all canceled, causing the company to lose the opportunity to acquire shares of Hello LED in order to expand ownership of out-of-home advertising media, lose the opportunity to join forces with PLANB and may have to continue to compete with PLANB and Hello LED.

6.4. Pros and Cons of Entering into the Connected Transaction with the Third Party for the Advertising Media Management and Service Agreement

The Company recognizes the potential of PLANB, which is a listed company and one of the leaders in Out of Home Media business in key locations throughout Thailand which has longstanding expertise in selling advertising media in Thailand. Execution of the advertising media management agreement between MACO and PLANB, who is a connected person, having a diverse customer base, an understanding of the business operation of the Company will bring the ability to better respond to expanding the customer base to target groups of the Company than other advertising media providers in the market that are independent third parties. Therefore, as PLANB becomes the shareholder and partner of the Company this will help to enhance the potential in managing and selling advertising media currently owned by the Company.

However, this capital increase will reduce the proportion of shares of the existing shareholders of the company. There will be control dilution of 19.96 percent and earnings dilution of 19.96 percent of the total voting rights of the Company. After completing the issuance and offering of newly issued ordinary shares to PLANB, PLANB will have a 19.96-percent stake in the Company. If less than 79.84 percent of the Company's existing shareholders of the Company who have voting rights attend the shareholders' meeting, PLANB can exercise their right to oppose or not support any agenda item which requires a vote of not less than 3 in 4 of the shareholders who attend the meeting and have the right to vote. Both PLANB and MACO are also out-of-home advertising media providers, rendering possible risk of conflicts of interest between them. However, MACO and PLANB have a policy to prevent conflicts of interest as mentioned in 5.1.11.2 above.

On the other hand, by entering into such similar contract with the third party, the terms and conditions might be more transparent and can avoid the possible conflict of interest. However, the third party might not have the potential and expertise to sell the advertising media as PLANB.

6.5. Risks Involving in the Connected Transaction for the Advertising Media Management and Service Agreement

1) Risk from significant changes in the contract

Advertising Media Management and Service Agreement is still under negotiation and may be disclosed or changed in some details later which in the information provided by MACO, if any significant changes occur, the Company will notify shareholders later. However, if the contract has significant changes after the shareholders' approval then it may cause the approved resolution to differ from the needs of the shareholders. It can be seen that the term of the compensation guarantee has been amended in the year first from THB 700 million to 350 million for the period from 1 July 2020 to 31 December 2020 as PLANB may take time in marketing and advertising media management. However, the amendment of said condition is an example that shows that the contract may still have significant changes.

2) Risk of revenue uncertainty if MACO expands construction and owns media in the future

Regarding the duration of the contract (b) there is a limitation on the renewal of the contract that if the specified sale price of the out-of-home advertising media decreases more than the agreed amount and the contract party cannot negotiate to adjust the minimum remuneration. From the interview with MACO's executives, the selling price of the said media includes both the sale price of the sign and number of sign which, if there is a significant reduction in signage volume, will result in a lower overall revenue then there will have to be a negotiation. However, in the summary of essence of the contract, there is no indication of how much the sale price of out-of-home media has decreased, in which the contract should be clearly specified so that it is beyond reasonable doubt.

3) Risk from relying on PLANB as sales representative

This transaction may lead to too much dependence on the PLANB to do marketing which, if in the future the Company wants to return to the domestic market, may require it to spend a lot of time and resources in order to achieve this. Furthermore, if PLANB is not able to carry out effective marketing as desired, MACO will not be able to contact customers during the contract period under the management contract.

4) Risk from conducting business overseas in competition with the subsidiary of PLANB.

According to the summary of the media management contract, PLANB will continue to operate in foreign countries that are currently available but will not expand those businesses unless it is an expansion of the business that PLANB operates through an associate or a joint venture company in which the local partners of such company are the main management and PLANB does not have management power and no control over the business, with a list of names specified therein. However, this does not mean that PLANB will not undertake business expansion in foreign countries via the said associate or joint venture company where its local partners are key management which may still be a competitor in overseas marketing in the future. Nevertheless, since PLANB does not have management power and no control over the said business, it may be possible to reduce conflicts of interest. The Independent Financial Advisor has not received the draft agreement or a contract to manage advertising media so there may be additional information in the contract.

5) Risk of not being able to renew the advertising media management contract with PLANB or the management agreement is terminated before the expiration of the contract period

If the Company has entered into an advertising media management agreement with PLANB and is subsequently unable to renew the contract or the contract is terminated before the expiry of the contract period, the Company may have problems in directly dealing with customers, or

establishing a new sales team staff, or in connecting with the customers that have already been contacted by PLANB. Such factors will have an impact on MACO's future earnings. However, from discussion with the management of the Company regarding the draft media management contract, it was learned that conditions have been specified as follows:

- In the case of contract renewal: The draft of the said media management contract provides that in the event that either party wishes to renew the contract notification in writing to the other party is required at least 6 months before the expiration of the contract, so the Company can know at least 6 months in advance if the contract will be renewed or not, so as to have timely preparation. In the event that the said media management contract is not renewed.
- In the case of termination: The draft agreement provides that in the event that either party does not comply with the conditions in the contract, the other party must give written notification to such party for acknowledgement of the non-compliance with the said contract at least 6 months in advance so that corrective action may be taken to resolve the said contract breach which is to be completed within 60 days after receiving a written notice. As such, the Company will be able to know at least 6 months in advance in the event that a breach occurs which may result in the termination of the management contract.
- In the event that this contract is terminated, PLANB agrees to help the Company for a period not exceeding 3 months from the expiry date of the contract in order to help the Company to be able to return and manage the Company's advertising media.

From the provisions of the above draft advertising media management contract, the Company will have a minimum period of 6 months for preparation if there is no contract renewal or termination of the contract. Based on inquiries with MACO executives, the said period is sufficient for procuring the advertising media sales team in order to replace PLANB. In addition, the Company also has a marketing team that is specialized in billboard locations including the selling price of each billboard. Therefore, the Company is of the opinion that if the event occurs when the advertising media management contract is terminated before the expiration of the contract or if the contract is not renewed, the Company will be able to recruit a media sales team or in the event that the sales team is still inadequate, the Company still has a marketing team that can sell the Company's advertising media in the interim. In addition, the Company also regards its assets as quality property located in high potential locations. Therefore, there remains high probability of sales, with the sales team being just one element that contributes to the success of advertising media sales.

6.6. Appropriateness of Condition of the Connected Transaction for the Advertising Media Management and Service Agreement

Since entering into an advertising media management contract between MACO and PLANB, will require MACO to cut its management fees to PLANB with the condition that the Company is entitled to receive compensation at the rate of 85 percent for revenue if the total revenue is in the amount not exceeding THB 900,000,000 and will have the right to receive compensation at the rate of 90 percent if the total revenue exceeds THB 900,000,000 until the end of the calendar year. There is also provision of guaranteed minimum compensation each year of not less than THB 700,000,000 per year.

As the said conditions will affect MACO's operating results in the future, the Independent Financial Advisor considered the appropriateness of the conditions of the transaction by examining the said impacts drawing comparison between:

1. Revenue from sales of advertising media of MACO, under the Company's own management in selling advertising media ("Previous Case")
2. Revenue from sales of MACO's advertising media, with PLANB managing the sale of advertising media ("Latter Case")

In this regard, the Independent Financial Advisor has estimated the total revenue from advertising media based on the assumptions in the valuation under the Sum of the Parts method under Clause 5.6.2.5. The estimation period is 5 years according to the contract duration of 5 years, which can only estimate the profit and loss of MACO only in the total revenue from advertising media in the case of before and after entering into the management contract. The assumptions used in the preparation of the estimated impact of the contract with PLANB are as follows:

- Marketing costs and expenses:

In terms of marketing costs and expenses in the area of advertising media marketing, based on the estimates provided by the Company's management by referring to the financial information year 2018, it is expected that the Company can economize if it enters into an advertising media management contract with PLANB amounting to THB 241.25 million, the IFA estimates that the costs and expenses in year 1 are equal to the amount that the management of the company has forecasted which is are proportional to the total advertising media revenue forecast at 20.39 percent. Therefore, the said expense is determined to be proportionate to revenue in the following years.

- Reduced revenue from asset optimization exercise, whereby some billboards with less profit will be eliminated.

According to the revenue estimates prepared by Company executives, it is expected that revenue will be reduced as a result of the asset optimization exercise before entering into the management contract with PLANB. It is envisaged that some billboards with less profits will be eliminated, reducing revenue by approximately THB 7.47 million per year. The IFA determined that the revenue is expected to decrease at a fixed amount throughout the forecast period.

- The compensation that the Company will have to pay to PLANB from the advertising media management agreement

This is determined to be in accordance with the summary of the essence of the advertising media management contract under Section 6.1.3.

- Write-off transaction

Company executives estimate the write-off of assets, which is the net book value of billed decommissioned billboards, dismantling cost, prepaid expenses related to land rental and customer relationship, which are intangible assets arising from business amalgamation which is expected to be written off from the account in the amount of THB 87.25 million, which is a one-off write-off.

- Compensation for sales staff

Company executives estimate that compensation for the sales team will be paid in the amount of approximately THB 12.75 million

The Independent Financial Advisor has prepared the estimated impact from entering into the advertising media management contract as follows:

Estimated impact of the contract with PLANB

Million THB	Previous Case				
	1 st Year	2 nd Year	3 rd Year	4 th Year	5 th Year
Estimated revenue	1,183.34	1,250.15	1,364.57	1,435.25	1,426.69
<u>Less</u> Marketing costs and expenses ¹	(241.25)	(254.87)	(278.20)	(292.61)	(290.86)
Plus revenue from billboards that were not subject to Asset Optimization adjustment under the contract ²	7.47	7.47	7.47	7.47	7.47
Estimated revenue after cost adjustment and marketing expenses	949.56	1,002.75	1,093.84	1,150.11	1,143.30
Discount factor (WACC equal to 7.1412 percent)	0.92	0.86	0.80	0.75	0.70
Present value of the estimated revenue after deducting marketing expenses.	871.12	858.60	874.17	857.88	795.95
Total revenue forecast after adjustment of related items (previous case)	4,257.72				
Estimated revenue	1,183.34	1,250.15	1,364.57	1,435.25	1,426.69
<u>Less</u> Compensation to PLANB ³	(163.33)	(170.02)	(181.46)	(188.52)	(187.67)
Estimated revenue after adjustment of marketing expenses	1,012.53	1,072.67	1,175.64	1,239.25	1,231.55
Discount factor (WACC equal to 7.1412 percent)	0.92	0.86	0.80	0.75	0.70
Present value of estimated revenue after cost adjustment and related expenses	928.89	918.47	939.54	924.37	857.40

Million THB	Previous Case				
	1 st Year	2 nd Year	3 rd Year	4 th Year	5 th Year
Total revenue forecast after adjustment of cost and related expenses	4,568.67				
<u>Impacts upon entering into the contract</u>					
<u>Less</u> Write-off transaction ⁴	(87.25)				
<u>Less</u> Compensation for sales staff	(12.75)				
Total revenue estimates after adjustment of related items (latter case)	4,498.66				
In the latter case, there will be more items of estimated revenue after adjustment over the previous case.	240.94				

Note: 1) Costs include the cost of rental and service fees for advertising space, sign tax cost, cost of insurance premiums, etc. and marketing expenses means expenses related to sales personnel including salaries, commissions, certification fees, etc., which are cost estimates. Marketing expenses that MACO executives have made estimates of the amount of money that can be spent in marketing. Based on the financial data for the year 2018, the Independent Financial Advisor estimates that the costs and expenses in this part are proportional to the revenue forecast of the company at 20.39 percent.

- 1) The decrease in revenue from the sale of billboards is a decrease in revenue estimates from the Asset Optimization Exercise, in which some billboards with less profits are eliminated.
- 2) The compensation paid to PLANB shall be in accordance with the summary of the advertising media management agreement under Section 6.1.3.
- 3) Write-offs, including net book values of decommissioned billboards, dismantling costs, prepaid expenses related to land rental and customer relationship, which are intangible assets arising from business amalgamation

From the estimated impact of the contract signing with PLANB above, it is found that entering into the advertising media management contract will enable the Company to receive more benefits of approximately THB 240.94 million for the 5-year period under the contract. In this regard, the Independent Financial Advisor has not received the contract or the draft advertising media management agreement that the Company will sign with PLANB to assign PLANB to manage, market and sell all out-of-home advertising media in Thailand. From inquiring the management of MACO, the IFA was told that the management agreement is still being drafted by a legal consultant. Therefore, the IFA's opinion on the said transaction is derived only from the summary of the main contract received from the Company. If the content of the contract is changed or there are other additional material details in addition to the summary of the significant information that the IFA received from the Company, the opinion of the IFA may also change significantly.

7. Opinion of Independent Financial Advisor

From the terms of the following transaction items (Together called "Overall transaction")

- (1) Acquisition of assets: The purchase of ordinary shares of Hello Bangkok LED Company Limited
- (2) Connected transaction: issuance and offering of ordinary shares to Plan B. Media Public Company Limited
- (3) Connected transaction: Entering into advertising media management agreement

Because each transaction has related conditions, if any item is not approved by the shareholders' meeting, the remaining items may not be able to proceed. Therefore, only when the shareholders' meeting approves all transactions, including capital increase transactions for private placement, will the overall transaction be approved. There is also a condition precedent of the transaction requiring MACO to execute an advertising media management agreement with PLANB to manage said media owned by the Company and / or the Company's subsidiaries as well. Any shareholder who disagrees with the above transaction and wishes to vote against the various agendas must cast opposing votes in the following:

- Agenda 2: Consider and approve the purchase of ordinary shares of Hello Bangkok LED Company Limited, which is the asset acquisition of the Company (This agenda must be approved with a vote of not less than 3 in 4 of the total votes of the shareholders who attend the meeting and have the right to vote. By counting the votes of the abstained votes as the base for vote counting).
- Agenda 3: Consider and approve the issuance and offering of the newly issued ordinary shares of the Company to Plan B. Media Public Company Limited, which is the offering of newly issued shares to the Private Placement and the connected transaction of the Company. (This agenda must be approved with a vote of not less than 3 in 4 of the total votes of the shareholders who attend the meeting and have the right to vote, excluding votes of shareholders who have interests as a base for vote counting)
- Agenda 9: Consider and approve the entering into the management contract for managing the advertising media of the Company and / or the Company's subsidiaries with PLANB, which is considered a connected transaction of the Company (This agenda must be approved with a vote of not less than 3 in 4 of the total votes of the shareholders who attend the meeting and have the right to vote, not counting the votes of shareholders who have interests as a base for vote counting)

In this regard, the overall transaction also depends on other external factors that are not within the control of the Company or shareholders of the Company. The acquisition of Hello LED's shares has the following conditions precedent:

1. The shareholders' meeting of the Company approves the transaction to purchase Hello LED shares.

2. There are no changes that cause a significant negative impact on assets, business liabilities, business opportunities, performance and the financial status of Hello LED on the contract signing date and the transaction completion date.
3. Hello LED has canceled the loan agreement for Hello Bangkok Holding Company Limited and Hello Bangkok Holding Company Limited has repaid the loan including all outstanding interest under the said loan agreement.

In addition, transactions which are connected transactions, namely to consider and approve the issuance and offering of the newly issued ordinary shares of the Company in private placement to Plan B. Media Public Company Limited, and the approval of the management contract with PLANB to manage the advertising media of the Company and / or the Company's subsidiaries, will have the following conditions precedent:

1. The shareholders' meeting of the Company approves the issuance and offering of the additional ordinary shares of the Company in the amount of 1,080,000,000 shares for sale to PLANB at the price of THB 1.4381 per share, as private placement.
2. The shareholders' meeting of the company approves the signing of the management agreement with PLANB to manage the advertising media of the Company and / or the Company's subsidiaries.
3. The Company is permitted by the SEC and other relevant agencies to issue and offer 1,080,000,000 new ordinary shares of the Company to PLANB as a private placement of shares.
4. PLANB's shareholders' meeting approves the purchase of the newly issued ordinary shares of the Company.
5. PLANB's shareholders' meeting approves the signing of a management agreement to manage advertising media between the Company and PLANB
6. There are no changes that cause a significant negative impact on assets, liabilities, business opportunities, performance and the Company's financial status as of the contract signing date and the date of completion of the transaction.
7. The company appoints 1 person nominated by PLANB to be the Company's director.
8. The Company has amended Article 3.2 of the contract for the Technology Improvement Project of the Advertising media in the South Pole Area of the Mass Transit System, Bangkok. (Sukhumvit and Silom lines) dated 1 November 2018 between the Company, Bangkok Mass Transit System Public Company Limited and Master and More Company Limited as approved by PLANB. However, the amendment to the agreement does not constitute a material amendment to the

contract and does not create additional burdens to the Company and / or Master and More Company Limited in any way.

9. The Company receives written consent from Kasikorn Bank Public Company Limited in entering into the issuance and offering of newly issued ordinary shares to PLANB, so as to ensure that such transaction (the issuance and offering of newly issued ordinary shares to PLANB) does not render a breach of the credit agreement between the Company and Kasikorn Bank PLC.
10. The Board of Directors meeting of the Company and its subsidiaries approve the provision of liabilities or the revaluation of assets for billboard media and digital media of the Company and / or its subsidiaries after the Asset Optimization Exercise process between the parties may no longer be necessary to operate the business according to the list and rates as specified in the contract.
11. PLANB is satisfied with results of the examination of company status of the overseas subsidiaries of the Company.

Therefore, when considering the appropriateness and reasonableness of the overall transaction, the Independent Financial Advisor agrees that the overall transaction must be considered in the same way and should be approved in the same direction, taking into account the net benefits from the overall transaction.

In this regard, the IFA can summarize the opinions of the Independent Financial Advisor regarding each transaction and the overall transaction at this time as follows:

7.1. Summary of Independent Financial Advisor's Opinion for the Assets Acquisition Transaction

The Independent Financial Advisor's opinion on the reasonableness of the transaction to acquire ordinary shares of Hello LED can be summarized as follows:

The purchase of ordinary shares of Hello LED, a provider of static billboard and digital LED media, will increase the Company's potential to be the owner of the advertising media which has an advantage in terms of the locations of large billboard and LED screen which can be regarded as having installation points throughout the country, resulting in economies of scale which will result in lower operating costs of the entire company, especially the marketing management and selling expenses and render the Company's operations more effective through collaboration which will create better returns for the shareholders of the Company, both from the cooperation between the two companies and from the dividends from Hello LED.

However, the source of funds for this acquisition of Hello LED's ordinary shares is from the issuance and offering of newly issued shares to PLANB in the form of a private placement, whereby PLANB is a connected person of the Company. This will reduce the percentage of shareholding of the existing shareholders of the Company with control dilution of 19.96 percent and earnings dilution equal to 19.96 percent of the total voting

rights of the Company. In addition, the Company will also consider using short-term loans available to the Company from financial institutions. As such, the said fund mobilization creates additional liabilities and interest expenses. Moreover, the Company will purchase 50 percent of Hello LED's shares and have the same number of 2 directors and will, therefore, not have control over the company.

In entering into this transaction, the Company may face the risk of contract uncertainty, inability to control the business which can lead to Deadlock Metter, non-compliance with the Town Planning Act of 1975, as Hello LED Ink Spray Printing business is located in the orange area under the said legislation which states that all ink spray printing businesses are prohibited by law and may be forced to liquidate the printing service. This will affect the performance of Hello LED and the ability of Hello LED to conduct business in the long term. If necessary, Hello LED can move the location of the business to provide ink spray printing services to other locations but this could entail costs pertaining to the location, as well as inconvenience and expense of additional print delivery. In addition, the Company still faces a risk of incomplete advertising sign licenses with the management of Hello LED unable to confirm the number of signs that have been inspected and have received the building inspection certificate (Ror. 1) in accordance with the Building Control Act. The completeness license is therefore a significant risk that cannot be assessed and may have material impact on the business operation of Hello LED, including the fair value of the business while the said problem does not have a clear solution.

The IFA has evaluated the appropriate value of Hello LED's shares by using the Discounted Cash Flow Approach method to obtain the value of Hello LED shares under the base case at THB 3,637.92 per share. Upon conducting the sensitivity analysis, the value of Hello LED shares came to a range between THB 3,210.62 – 4,132.62 per share. Therefore, the purchase price at THB 3,900 per share is within a reasonable price range in the upper range of the appraised price. When compared with the value of the shares the IFA evaluated, the said price was (lower) higher than the appraised value of the IFA by (21.46) – 5.63 percent.

Nonetheless, if shareholders do not approve the transaction to acquire ordinary shares of Hello LED, it will result in the Company losing the opportunity to receive dividends, achieve economies of scale, including the loss of opportunity to expand its out-of-home media business covering the locations of large billboards and LED screens with installation points nationwide, and the Company will need more time to consider investing in other projects.

The IFA is of the opinion that although the Company will gain benefit from the acquisition of Hello LED's ordinary shares, but it will be at risk from the contract uncertainty and the operation of incomplete billboard advertising licenses. This is a significant risk that may significantly affect the performance of Hello LED, including the fair value of Hello LED, especially in the case of forced demolition. This is because the Independent Financial Advisor does not have sufficient information to assess the financial impact that may occur from such risk and the said impact may have a significant impact on the operations of Hello LED. Therefore, the Independent Financial Advisor deems that **this transaction should not be entered into.**

7.2. Summary of Independent Financial Advisor's Opinions for the Issuance and Offering of Newly Issued Shares to the Related Parties

The offering of the Company's ordinary shares to Plan B. Media Public Company Limited is a connected transaction because VGI, the major shareholder of the Company Holds shares in PLANB in the proportion of 18.80 percent of all paid shares of PLANB as of November 14, 2019. This capital increase will result in the Company having a source of funds for the acquisition of Hello LED's shares in accordance with the Company's business adjustment policy to be the owner of advertising media in Thailand that provides construction, procurement, installation, and maintenance services only. In addition, the Company will obtain PLANB, who has the potential and expertise to manage and sell advertising media, as a trading partner of the Company. This will support the potential in the management and sale of advertising media and will help promote the Company's business in the future as well as the synergy of the MACO, PLANB and VGI groups to have more bargaining power in the market as well.

The capital increase will reduce the proportion of shareholding of the existing shareholders of the Company, resulting in a Dilution Effect equal to 19.96 percent after the issuance and offering of the newly issued ordinary shares to PLANB is completed. PLANB will consequently hold shares in the Company in the proportion of 19.96 percent. If less than 79.84 percent of the existing shareholders of the Company who have voting rights attend the shareholders' meeting, PLANB can exercise their right to oppose or not support the agenda. However, in order to prevent any possible conflicts of interest, MACO and PLANB have a policy to prevent conflicts of interest as discussed in 5.1.11.2 above.

However, if shareholders approve the issuance of additional shares to PLANB this time, there will be a risk from the shares issuance agreement that is still under negotiation. The risk of using the proceeds from the capital increase to invest in businesses that have the risk of incomplete advertising billboard licenses, which is a significant risk that may affect MACO's performance. As mentioned in the previous section on the acquisition of shares of Hello LED earlier, including the risk of various factors, both inside and outside the competition from new media may cause the Company to lose the opportunity to invest in other projects or other companies that do not have or have fewer risk factors mentioned above. The Company will negotiate with the seller to allow the seller to certify the legal status of Hello LED for a period of 1 year, which the seller will be liable to compensate in case of any damages in the total value of THB 1,950 million

The IFA considers the appropriateness of the price of the newly issued ordinary shares of the Company by evaluating the appropriate value of the shares of the Company before this capital increase based on the sum of the parts method which assessed the value of the Company's shares in the range between THB 1.4790 – 1.9143 per share, which is higher than the offering price of the newly issued shares to PLANB at THB 1.4381 per share, with the appraised price being higher than the offering price by THB 0.0409 – 0.4762 per share, or equivalent to 2.84 – 33.11 percent.

From the valuation of MACO when compared to the offering price, the IFA is of the opinion that the said offering price is too low and **unreasonable for approval**.

7.3. Summary of Independent Financial Advisor's Opinion for Entering into the Connected Transaction for the Advertising Media Management and Service Agreement

Entering into the advertising media management agreement is considered a connected transaction of the Company because VGI, the major shareholder of the Company, also holds 18.80 percent of the total paid-up shares of PLANB as of November 14, 2019. Entering into the advertising media management contract enables the Company to receive sales and management assistance from PLANB, allows the Company to have a minimum fixed income of at least THB 350 million for the period from 1 July 2020 to 31 December 2020 and THB 700 million per year for a period of at least 4 years, which will offer security to the Company that it will have a certain and consistent income. It will also allow the Company to have the priority right to install static billboards. If in the future PLANB is granted the rights to construct and own LED screen advertisements on the pillars under the BTS stations and flyovers under the concession with Bangkok Metropolitan Administration, PLANB will grant the Company rights in procuring and creating the said media first. In addition, PLANB and its subsidiaries, and / or its affiliates or joint venture companies of PLANB, will not expand the Out-of-Home Media business abroad unless already undertaken, and such business expansion that PLANB operates through an associate company or a joint venture company in which the local partners are the key management and PLANB does not have management power and no control over the said business, will enable the company to fully devote its resources to doing business internationally. In addition, the synergy of the MACO, PLANB, VGI and Hello LED will increase the group's potential to become the leader of out-of-home media marketing with more bargaining power and ability to better compete with other types of business media.

However, entering into the advertising media management agreement requires MACO to pay management fees to PLANB at the rate of 1) 15 percent of total revenue in the case that the gross income in any calendar year is equal to or less than THB900,000,000 and 2) 10 percent of total revenue only in excess of THB 900,000,000 in the event that the total revenue in any calendar year is more than THB 900,000,000 (total revenue means the total revenue from the sale of advertising space after deducting discounts (if any) but before deducting other expenses) (PLANB will guarantee a minimum income of THB 350 million for the period from 1 July 2020 to 31 December 2020 and THB 700 million per year for a period of at least 4 years). In addition, MACO will also lose its previous customer base and relationships because PLANB will be the contact with the customers. The customers whose contracts with MACO to use its advertising media have not expired will be counted as income that PLANB will receive. And because PLANB is the contract manager for the company, there is no need for the Company to have a sales team which will result in the Company losing experienced personnel in selling advertising media. However, MACO still has a marketing team that continuously monitors the industry situation.

In this regard, the Company is at risk from the management agreement to manage the advertising media that is still under negotiation, which is still uncertain about the negotiation of the minimum compensation amendment if MACO has the number of billboards changed, whether it is more or less. There is also a minimum

compensation amendment from THB 700 million to THB 350 million for the second half and THB 700 million per year in the next 4 years. Moreover, there is still a risk in its reliance on PLANB as a sales representative which, in the event that the media management agreement cannot be renewed or is terminated before the expiration of the term, may cause problems to the Company in contacting customers or recruiting a sales team. However, the Company's management elucidated that if this happens, the Company will have a period of 6 months and PLANB agrees to assist the Company for a period of not more than 3 months from the expiration of the contract in order to help the Company to be able to return and manage the Company's advertising media to prepare before the expiration or termination, which will be specified in the media management agreement.

From the estimation of the impact of entering into the media management agreement with PLANB, it is found that entering into the advertising media management agreement will gain the Company more benefits than if it retained its management role by approximately THB 240.94 million for the 5 year contract period.

However, the IFA has not yet received a copy of the contract or draft advertising media management agreement that the Company will sign with PLANB to assign PLANB to manage, market and sell all of the external advertising media in Thailand owned by the Company and its subsidiaries. As the IFA earlier stated, it has provided an opinion on the said transaction only from the summary of the main points of the contract received from the Company which the IFA is of the opinion that there is still a high risk and uncertainty. However, if the content of the contract has changed or there are other details in addition to the summary of the significant information that the IFA received from the Company, the IFA'S opinion may also change significantly as a consequence.

7.4. Summary of Independent Financial Advisor's Opinion for Overall Transaction

When considering the net benefit from the overall transaction, the IFA has calculated the value of MACO which was evaluated in the range of THB 1.4790 – 1.9143 per share, which is the value before this overall transaction. To compare the value of MACO after this transaction by using the value of MACO before the transaction to improve the transaction, the acquisition of Hello LED's ordinary shares and the issuance and offering of additional ordinary shares to PLANB and the benefits arising from the advertising media management contract to reflect the true value of MACO after the overall transaction, the IFA has adjusted the value of the transaction with the following important items:

1. The acquisition of 500,000 Hello LED ordinary shares with a par value of THB 100 per share, equivalent to 50.00 percent of the registered capital of Hello LED at the price of THB 3,900 per share, amounting to the total purchase value of THB 1,950,000,000.
2. Issuance and offering of all new ordinary shares in the amount of 1,080,000,000 shares with a par value of THB 0.1 per share to PLANB at the offering price of THB 1.4381 per share, which is an offer for sale of securities to private placement.
3. Entering into the Advertising Media Management and Service Agreement to grant PLANB the right to manage advertising media in Thailand owned by the Company and / or its subsidiaries.

Estimated effect of MACO's share price after the overall transaction

Item	In the case of a minimum value evaluation (Million THB)	In the case of valuation in base values (Million THB)	In the case of advanced valuation (Million THB)
Number of issued and paid-up shares as of 30 September 2019	4,331,980,914	4,331,980,914	4,331,980,914
MACO's share price as assessed by the IFA (THB per share)	1.4790	1.6533	1.9143
Appraised value of MACO by the IFA	6,406.87	7,162.13	8,292.54
Adjusted items			
Add funds received from the allocation of new shares to PLANB	1,553.15	1,553.15	1,553.15
Add the value of the investment in Hello LED as evaluated by the IFA (DCF: base case).	1,605.45	1,818.96	2,066.31
Less money paid to purchase ordinary shares of Hello LED	(1,950.00)	(1,950.00)	(1,950.00)
Plus the benefits received from the marketing contract	240.94	240.94	240.94
Value of shareholders' equity after the overall transaction	7,856.41	8,825.17	10,202.94
Number of Shares			
Number of issued and paid-up shares as of 30 September 2019	4,331,980,914	4,331,980,914	4,331,980,914
Number of additional shares issued to PLANB	1,080,000,000	1,080,000,000	1,080,000,000
Total number of shares after adjustment	5,411,980,914	5,411,980,914	5,411,980,914
Value of shareholders' equity after the total transaction per share (THB per share)	1.4517	1.6307	1.8852
Impact from the overall transaction (THB per share)	(0.0273)	(0.0226)	(0.0290)

From the evaluation of the impact on the share price above, it is evident that the value of the equity of the Company after the overall transaction will be reduced by THB 0.0226 – 0.0290 per share. The evaluation is based on the shareholders' meeting of MACO and PLANB resolving to approve all transactions. The above assessment does not include the result of the synergy of the MACO, PLANB and VGI groups which gives more bargaining power for the group, reduces expenses resulting from economy of scale and other future investment plans.

From the calculation results above, it is evident that the overall transaction will cause the decrease in the value of MACO's shares. In addition, the calculation does not consider the risk of the incomplete billboard licenses which is a significant risk that may seriously affect the performance of Hello LED, including the fair value of Hello LED especially in the case of forced demolition, including non-compliance with the Town Planning Act which will affect profits and the value of the Company's shares significantly. In this regard, the Independent Financial Advisor is unable to assess the financial impact that may be caused by the said risks due to the lack of clear information regarding the construction of billboards and inkjet printing services (however from inquiring the management of the company, it was learned that Hello LED plans to move the business to a suitable location)

From all the above reasons, the IFA is of the opinion that although entering into an advertising media management contract with PLANB will provide more benefits to the Company than self-management but the

value of the Company's shares to be issued and offered to PLANB is lower than the fair value as evaluated by the IFA and, more importantly, the terms and conditions for investment to buy ordinary shares of Hello LED are not appropriate due to the risk from the uncertainty about the subject matter of the contract and the incomplete advertising bill licenses and non-compliance with the Town Planning Act, of which the financial impact of such risks cannot yet be assessed. The Independent Financial Advisor therefore deems the overall transaction as inappropriate.

However, the decision to approve or not to approve said transactions depends on the discretion of the shareholders. The shareholders should study the information in various documents attached with the invitation letter to this extraordinary general meeting of shareholders carefully in considering and deciding how to cast their appropriate vote.

Your faithfully,

- Signature -

- Signature -

Mr Adulpol Charukesnunt

Ms Julaporn Namchaisiri

Supervisor

Managing Director

Grant Thornton Services Ltd.

Grant Thornton Services Ltd.

8. Appendix

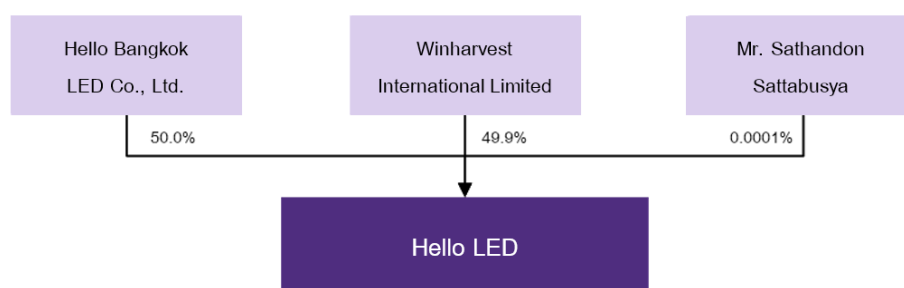
8.1. Summary of Hello Bangkok LED Co., Ltd. (Hello LED)

8.1.1. Background and Important Development

Hello Bangkok LED Co., Ltd. (“Hello LED”) was incorporated in January 28, 2004 (the former name is Hello Bangkok Trivision Co., Ltd.). The headQuarter is situated at 59 Soi Preeyanuch, Rama 9 road, Bangkapi, Huaykwang, Bangkok. Hello LED is the service provider of Out-of-home media such as billboard and LED screen in the city center and central business district (CBD) including billboard production service and advertising service.

8.1.2. Shareholding Structure

Shareholding Structure of Hello LED



Source: BOL Corpus

As of September 2, 2019, Hello LED’s registered capital was THB 100,000,000.00, composed of the paid-up capital of THB 100,000,000.00 (par value THB 100.00). Shareholder lists are shown as follows:

Shareholders of Hello LED

No.	Major Shareholders	Number of Shares	Percentage Holding
1	Hello Bangkok Holding Co., Ltd.	500,099	50.00
2	Winharvest International Limited	499,900	49.90
3	Mr. Sathandon Sattabusya	1	0.00
	Total	1,000,000	100.00

Source: Shareholder Lists (BorAorJor. 5) as of September 2, 2019

8.1.3. Board of Directors

As of September 2, 2019, Hello LED has 3 directors as follows:

Board of Directors of Hello LED

No.	Name	Position
1	Mr Kittichai Srichamreon	Director
2	Mr. Sathandon Sattabusya	Director
3	Miss Inthira Chuaysanit	Director

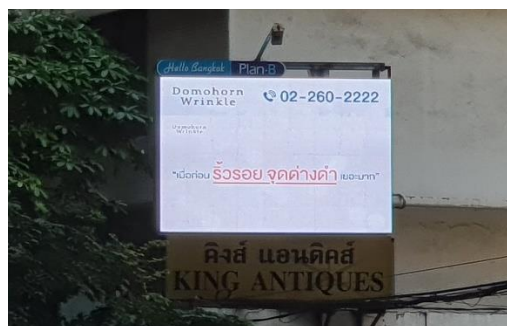
Source: Hello LED’s Certificate issued at September 11, 2019

8.1.4. Business Overview of Hello LED

Samples of Billboard



Samples of LED Screen



8.1.5. Summary of financial position and operating performance

Consolidated Financial Position of Hello LED

	As of 31 December,						As of 30 September,	
	2016		2017		2018		2019	
	THB million	Percent	THB million	Percent	THB million	Percent	THB million	Percent
Current asset								
Cash and cash equivalents	27.25	2.11	25.05	1.68	42.06	2.93	31.15	2.62
Account receivables and other receivables	51.84	4.02	7.82	0.52	8.37	0.58	36.00	3.03
Short-term loans to related parties	306.02	23.72	523.85	35.04	441.08	30.73	410.78	34.62
Other short-term loans	-	-	-	-	103.00	7.18	-	-
Inventories	2.96	0.23	3.11	0.21	3.55	0.25	2.37	0.20
Prepaid expenses	342.81	26.57	228.23	15.27	237.61	16.56	522.18	44.00
Other current assets	11.03	0.85	28.05	1.88	25.61	1.78	10.34	0.87
Total current assets	741.90	57.50	816.11	54.59	861.29	60.01	1,012.92	85.35
Non-current assets								
Pledged bank deposits	0.22	0.02	0.22	0.01	0.22	0.02	0.22	0.02
Property, plant and equipment	286.66	22.22	230.89	15.44	185.92	12.95	163.98	13.82
Long-term prepaid expenses	247.52	19.18	432.67	28.94	371.32	25.87	-	-
Other non-current assets	14.03	1.09	15.12	1.01	16.45	1.15	9.65	0.81
Total non-current assets	548.43	42.50	678.89	45.41	573.92	39.99	173.85	14.65
Total assets	1,290.33	100.00	1,495.00	100.00	1,435.21	100.00	1,186.67	100.00
Liabilities and shareholder's equity								
Current liabilities								
Trade payables and other payables	600.25	46.52	775.33	51.86	708.53	49.37	371.44	31.30
Current portions of hire purchase payables within 1 year	-	-	3.89	0.26	4.33	0.30	8.37	0.71
Current portions of long-term borrowing from financial institutions	8.64	0.67	8.64	0.58	8.64	0.60	-	-
Deferred tax payables	-	-	1.14	0.08	2.93	0.20	2.65	0.22
Other current liabilities	3.84	0.30	14.14	0.95	9.23	0.64	6.95	0.59
Total current liabilities	612.73	47.49	803.14	53.72	733.66	51.12	389.41	32.82

	As of 31 December,						As of 30 September,	
	2016		2017		2018		2019	
	THB million	Percent	THB million	Percent	THB million	Percent	THB million	Percent
Non-current liabilities								
Hire purchase payables	-	-	10.06	0.67	7.29	0.51	-	-
Long-term borrowing from financial institutions	36.96	2.86	28.32	1.89	19.68	1.37	21.80	1.84
Other non-current liabilities	177.04	13.72	127.04	8.50	83.24	5.80	144.80	12.20
Total non-current liabilities	214.00	16.58	165.42	11.06	110.21	7.68	166.60	14.04
Total liabilities	826.72	64.07	968.55	64.79	843.87	58.80	556.01	46.85
Shareholder's equity								
Paid-up capital	100.00	7.75	100.00	6.69	100.00	6.97	100.00	8.43
Retained earnings - unappropriated	363.61	28.18	426.45	28.53	491.34	34.23	530.64	44.72
Total shareholder's equity	463.61	35.93	526.45	35.21	591.34	41.20	630.64	53.14
Total liabilities and shareholder's equity	1,290.33	100.00	1,495.00	100.00	1,435.21	100.00	1,186.65	100.00

Source: Audited financial statements and internal financial statement from Hello LED

Consolidated Income Statement of Hello LED

	As of 31 December,						As of 30 September,	
	2016		2017		2018		2019	
	THB million	Percent	THB million	Percent	THB million	Percent	THB million	Percent
Service revenue	466.56	93.91	568.04	97.36	618.45	97.11	423.79	91.30
Other revenue	30.28	6.09	15.40	2.64	18.37	2.89	40.37	8.70
Total revenue	496.84	100.00	583.44	100.00	636.82	100.00	464.16	100.00
Cost of service	(295.26)	(59.43)	(323.07)	(55.37)	(380.98)	(59.83)	(238.12)	(51.30)
Selling expenses	(37.65)	(7.58)	(31.24)	(5.35)	(45.01)	(7.07)	(25.6)	(5.52)
Administrative expenses	(55.47)	(11.17)	(141.14)	(24.19)	(123.79)	(19.44)	(143.74)	(30.97)
Total expenses	(388.39)	(78.17)	(495.44)	(84.92)	(549.78)	(86.33)	(407.46)	(87.78)
Earnings (loss) before interest and tax	108.45	21.83	88.00	15.08	87.04	13.67	56.7	12.22
Finance cost	(3.00)	(0.60)	(2.45)	(0.42)	(2.34)	(0.37)	(1.38)	(0.30)
Earnings (loss) before tax	105.45	21.23	85.55	14.66	84.70	13.30	55.32	11.92

	As of 31 December,						As of 30 September,	
	2016		2017		2018		2019	
	THB million	Percent	THB million	Percent	THB million	Percent	THB million	Percent
Income tax expenses	(23.80)	(4.79)	(22.71)	(3.89)	(19.81)	(3.11)	(16.01)	(3.45)
Net profit (loss)	81.65	16.43	62.84	10.77	64.89	10.19	39.31	8.47

Source: Audited financial statements and internal financial statement from Hello LED

Assets

As of September 30, 2019, total assets were THB 1,186.70 million, which decreased THB 248.50 million or 20.90 percent, from decrease in short-term loans for related parties, prepaid expenses and fixed assets.

Liabilities

As of September 30, 2019, total liabilities were THB 556.00 million, which decreased THB 287.90 million or 52.30 percent, from decrease in account payables and other payables

Shareholder's equity

As of September 30, 2019, shareholder's equity of Hello LED was THB 630.64 million, which increased THB 39.30 million or 6.20 percent, from increase in the profit from operation.

Service revenue

In 2018, service revenue of Hello LED was THB 618.50 million, which increased 14.30 percent from the fixed revenue of THB 44.60 million according to the right to manage and provide advertising media services agreement for PLANB.

Other revenue

In 2018, other revenue of Hello LED was THB 18.40 million, which increased THB 3.00 million. Other revenue composes of the interest income from short-term loan to Hello Bangkok Holding Co., Ltd., income from asset disposition and profit from foreign currency exchange. For 9-month period ended September 30, 2019, other revenue of Hello LED is THB 40.40 million from the billboard maintenance service.

Cost of service

In 2018, cost of service was THB 380.90 million, which increased THB 57.80 million or 17.90 percent due to the increase in the land rental expenses for the areas located of billboard and LED.

Selling and administrative expenses

In 2018, selling and administrative expenses were THB 168.80 million, which decreased THB 3.60 million or 2.10 percent due to the gap between reduction in prohibited expense and rise in commission expense. For 9-month period ending of September 30, 2019, selling and administrative expenses were THB 169.30 million, which were caused by the increase in prohibited expense and consultant fee.

Net Profit

In 2018, net profit from operation is THB 64.90 million, which increased THB 2.10 million or 3.30 percent due to the decrease in income tax.

Key financial ratio

Financial Ratio of Hello LED

	As of 31 December,		9 months ended
	2017	2018	30 September, 2019
Liquidity ratio			
Liquidity ratio (times)	1.02	1.17	2.60
Quick ratio (times)	0.04	0.07	0.17
Average collection period (times)	19.17	4.78	13.32
Average inventory period (times)	3.43	3.19	4.82
Average payment period (times)	777.06	710.81	366.46
Cash cycle (times)	(754.46)	(702.84)	(348.33)
Profitability ratio			
Gross profit margin (%)	43.13	38.40	55.37
Operating profit margin (%)	15.49	14.08	12.47
Net profit margin (%)	10.77	10.19	8.47
Return on equity (%)	12.70	11.60	6.43
Debt ratio			
Debt to equity ratio (%)	9.70	6.80	4.79

Source: Audited financial statements and internal financial statement from Hello LED

8.2. Summary of Master Ad Public Company Limited (MACO)

8.2.1. General Company Information

MACO General Company Information

Items	Details
Company Name	Master Ad Public Company Limited
Address	1 4-6 Fl. Soi Lat Phrao 19 Lat Phrao Rd. Chom Pon, Chatuchak, Bangkok 10900
Telephone	+66 (0) 2938 3388
Facsimile	+66 (0) 2938 3489
Public Company Registration No.	0107546000113
Website	www.masterad.com
Market	Stock Exchange of Thailand
Industry/Sector	Service
Business	Providing services and production of out-of-home entertainment and entertainment media

8.2.2. General MACO Information (Source: MACO Annual Report and Financial Statement)

Master Ad Public Company Limited (“the Company”) has been providing services and production of Out of Home Media which are diverse in formats, sizes, installation locations and presentation techniques to be able to meet the needs of different markets and target customers by providing a full range of services starting from consulting, media planning, providing advertising production and installation services, marketing activities including maintaining media throughout the period of advertising media management.

Major Changes and Developments

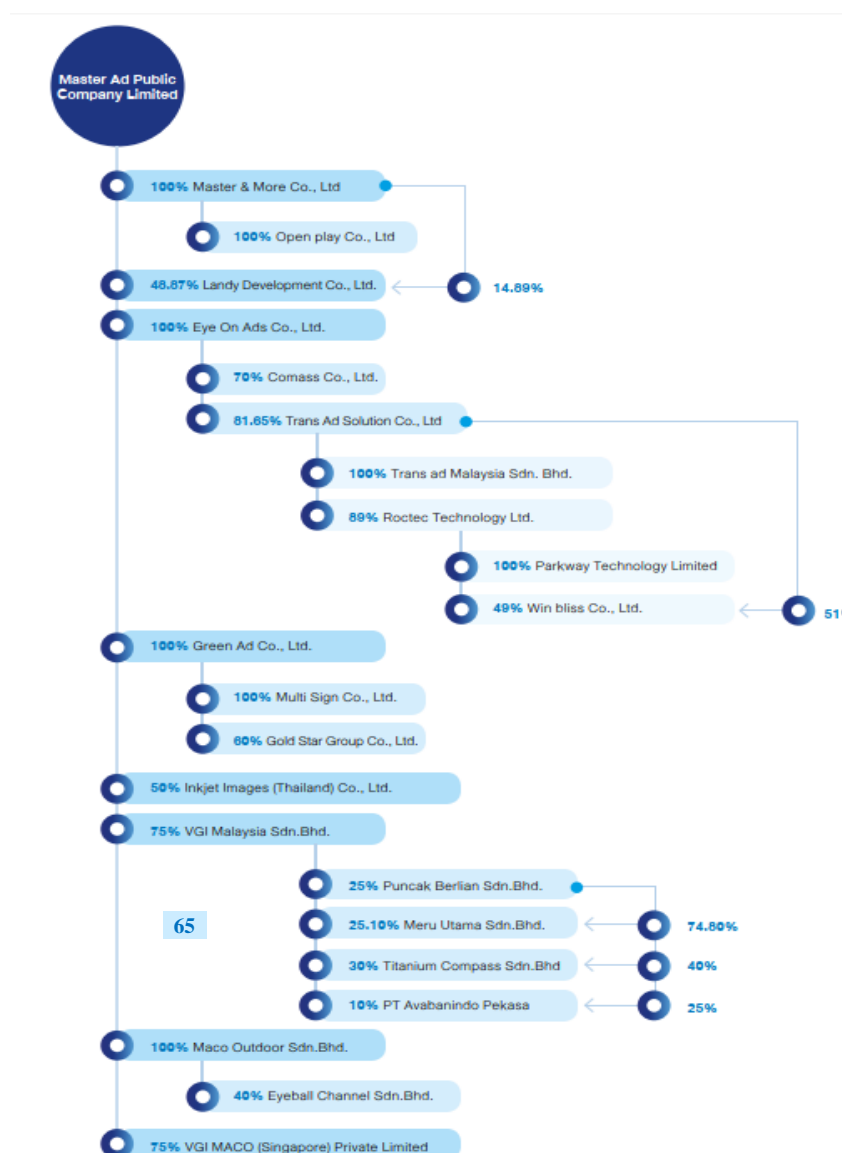
Year	Month	Major changes and Developments
1988	February	Established as a limited company under the name Master Ad Company Limited to provide Out-of-Home media and production services
1996	August	Established a 50-50 joint venture, namely Inkjet Images (Thailand) Company Limited, together with Inkjet Images (M) SDN BHD Company Limited, to provide inkjet media production services and support media production for the group.
	September	Established a 50-50 joint venture, namely Master & More Company Limited ("Master & More"), together with Clear Channel Company Limited, to provide advertising media and production services for small format billboard. Later, MACO increased its stake in Master & More to 100% in 2010.
2001		Expanded business into Street Furniture segment by granting the exclusive rights from Bangkok Mass Transit System Public Company Limited to install and manage advertising panels under BTS station. Later, in 2015, MACO was once again granted the rights from the Bangkok Metropolitan Administration to manage advertising panels under flyovers across Bangkok.
2003	September	Converted into a public company limited and successfully listed on the Market for Alternative Investment ("MAI") under the ticker symbol "MACO". MACO begins trading on 29 September 2003.
2010	November	Established a joint venture, namely Green Ad Company Limited ("Green Ad"), together with We Big Company Limited, which the Company holds a 51% interest, to provide environmentally friendly media production. Later, MACO increased its stake in Green Ad to 100% in 2014.
2013	September	Moved from MAI to The Stock Exchange of Thailand ("SET") under services industry and media and publishing sector.
2014	May	VGI Global Media Public Company Limited. ("VGI") has expanded its media footprint into Outdoor media segment by acquiring 751 million shares or 24.96% of the total issued shares of MACO.
	September	Changed the par value from THB 1.00 per share to THB 0.10 per share. MACO's new shares begin trading on SET with new par value on 3 October 2014.
	November	Master & More invested 80% in Open Play Company Limited, a company that was granted the exclusive rights from PTT Public Company Limited to manage advertising space inside PTT Jiffy gas stations nationwide.
2015	April	Expanded its presence into an international market by establishing a wholly-owned subsidiary MACO Outdoor Sdn. Bhd. (Maco Outdoor) in Malaysia. Subsequently, MACO Outdoor has invested 40% in Eyeball Channel Sdn. Bhd. ("Eyeball Channel"). Eyeball Channel is a joint venture between MACO and potential local partner to operate advertising in Malaysia.
2016	May	VGI acquired an additional 375 million shares of MACO (or 12.46%), resulting in a total holding of 1,126 million shares (or 37.42%) as of 30 May 2016, and become a majority shareholder of the Company. VGI and MACO has leveraged each other's strengths by initiating value-added strategies and marketing plans for advertising campaigns that help promote and take both companies to be the leaders in the integrated advertising network in the country and across ASEAN.
	September	Acquired 70% in Multi Sign Company Limited ("Multi Sign") through a wholly-owned subsidiary, Green Ad, with a total investment of THB 439 million. Multi Sign is an outdoor media company with a total network of 862 billboards nationwide. Consequently, MACO has secured its leadership in outdoor media with more than 2,000 advertising panels, presenting in all provinces of Thailand.
2017	June	Eye on Ads Company Limited, a wholly-owned subsidiary of MACO, successfully acquired 70% of COMASS Company Limited ("COMASS") with a total investment of THB 355 million. COMASS secured a strategic network which mostly located in Central Business District area in Bangkok and upcountry for 19 years of experiences.
	July	The Company has started the process towards digitisation by converting static billboards of Multi Sign Company Limited ("Multi Sign"), which are mainly located in CBD areas in upcountry, to digital screens.

Year	Month	Major changes and Developments
2018	May	MACO acquired the all remaining shares of 20% in Open Play Company Limited (“Open Play”) with a total investment value of THB 0.04 million, result in MACO to hold 100% of shares in Open play.
	June	<ul style="list-style-type: none"> On 29 June 2018, MACO acquired an additional 30% in Multi Sign Company Limited (“Multi Sign”) with a total investment value of THB 203 million. Hence, MACO has a total of 100% shareholding in the company. The transaction enables MACO to have full-control in managing Multi Sign Outdoor media. The Company acquired 14.89% of Landy Development Company Limited (“Landy”) through its wholly-owned subsidiary, Master & More, for THB 25 million. Before the acquisition, MACO directly holds 48.87% in this Company. After the transaction, MACO effectively holds 63.76% of Landy, changing the investment status of Landy from investment in an associate to investment in a subsidiary.
	July	<ul style="list-style-type: none"> On 24 July 2018, MACO successfully acquired 81.65% of Trans.Ad Solutions Co., Ltd. (“Trans.Ad”) with a total investment value of THB 388 million. Trans.Ad is the multimedia display systems provider with a proven track record in producing and installing digital media for BTS’s train and platform screen doors. On 26 July 2018, Trans.Ad used the funds received from Eye on Ads to further invest in 89% of Roctec Technology Limited (“Roctec”). Roctec is a provider of multimedia & communications systems, system integrations and total network infrastructure based in Hong Kong. Roctec has an enviable track record as systems controller and media manager of MTR Hong Kong.
	August	The company offered 688 million newly issued ordinary shares at the offering price of THB 2 per share to the existing shareholders of the company via a Rights Offering (RO) at an offering ratio of every 5 existing ordinary shares for 1 newly issued ordinary shares. The company received RO proceeds of THB 1,376 million, which was used to acquire the remaining shares of Multi Sign in June 2018, invest in Trans.Ad in July 2018, reserve to invest in VGI Global Media (Malaysia) Sdn. Bhd. (“VGM”) in November 2018 and Gold Star Group Co., Ltd. (“GSG”) in December 2018.
	October	On 8 October 2018, MACO incorporated a subsidiary company in Singapore namely VGI MACO (Singapore) Private Limited (“VGI MACO”). VGI and MACO holds a 75% and 25% stake in the company, respectively. Later, VGI MACO has entered into a joint venture agreement with Sinarmas Group in order to engage in OOH media, payment system and CRM royalty programme business in Indonesia. Sinarmas Group is the big conglomerate in Indonesia comprises of 6 major business units such as 1) No.1 Pulp and paper producer in the world, 2) No.2 Palm oil company in the world, 3) No.1 Property developer in Indonesia, 4) No.2 insurance company in Indonesia, 5) 4G LTE network provider with 11 million subscribers and 6) Energy and infrastructure.
	November	<ul style="list-style-type: none"> On 23 November 2018, MACO received the approval to renovate street furniture media on BTS columns by converting its existing static street furniture panels to 42 LED screens and 180 lightboxes. This will increase our media capacity by THB 300 million from THB 1.5bn to THB 1.8bn per year. Expanded our presence in the Malaysian and Indonesian market by acquiring 75% in VGM with a total investment value of THB 360 million. The expected benefits from the transaction are 1) increasing exposure to new opportunities in overseas markets, especially in South East Asia countries where the advertising market is still immature, 2) enhancing the variety of our media portfolio and expand our media coverage and 3) supporting the business operation of MACO in Malaysia, and 4) strengthening overall bargaining power from increased economies of scale.
	December	Acquired 60% in GSG with a total investment value of THB 240 million. GSG is a design and printing provider for media production, especially BTS Sky Train and Office media wrap.

Year	Month	Major changes and Developments
9-month period ending year 2019		<ul style="list-style-type: none"> MACO has installed 180 types of Lightboxes and 42 LED digital media in the area of 22 stations of BTS Skytrain. This new and improved media will help the company to present advertising media creatively and attracting media viewers, with the company providing full service in June 2019 and expecting that the media will generate additional revenue in the future. On 31 July 2019, the company invested an additional 30.00% in Comass Company Limited ("Comass") with a total investment value of 160.00 million THB, resulting in the total shareholding in Comass increasing to 100.00%. This additional investment will help the company to have control over the business administration and can use the Comass media effectively.

8.2.3. Shareholding Structure of the Group

As of 30 September 2019, the Company has the shareholding structure in the group of subsidiaries and associated companies as follows:



The MACO Group has the details of each company's operations as follows:

Company Name	Type of Business
Master and More Co., Ltd. (MM)	Provide advertising media and production services of small format billboard
Eye on Ads Co., Ltd. (EOA) (previously Maco Right Sign Co., Ltd.)	1. Shareholding in Comass Co., Ltd 2. Provide advertising media, especially static and digital billboard
Green Ad Co., Ltd. (Green Ad)	Shareholding in Multi Sign Co.,Ltd.
Landy Development Co., Ltd. (LAND)	Office Building for Rent
Inkjet Images (Thailand) Co., Ltd (Inkjet)	Provides production of inkjet media
Openplay Co., Ltd. (OPP)	Provide advertising media and production services
Multi Sign Co., Ltd. (MTS)	Provide out-of-home advertising media across all provinces of Thailand
Comass Co., Ltd. (COMASS)	Provide out-of-home advertising media in both digital and static format. Comass's network is located in business areas of Bangkok and upcountry
MACO Outdoor Sdn. Bhd. (MOSB)	Holding Company in Malaysia
Eyeball Channel Sdn. Bhd. (EOA)	Provide out-of-home advertising media and production services in Malaysia
Trans.Ad Solution Co., Ltd. ¹ (TRAT)	Integrated service provider for multimedia display system, such as LED monitors, including media content controlling and managing systems, linkage for installation of data command and collection systems as well as closed circuit television systems, design and develop application for indoor map and Bluetooth transmitter system for advertisement
Trans Ad Malaysia Sdn.Bhd. ² (TRAM)	Provide service of designing and installation of Multimedia Display System such as LED screens including the content control system and media management together with the installation of connection system for commanding and record via internet and CCTV System. Design and create the application for indoor map and Bluetooth transmission for advertisement.
Roctec Technology Limited ³ (ROC)	Provision of system integration services, trading, installing and maintenance services in relation to system related equipment and hardware by focusing on controlling system, networking and display system covering various industries such as mass transit system, government organizations, educational institutions, and financial institution
Parkway Technology Limited ⁴	Information Technology Services (However, Parkway Tec currently does not operation any business.)
Winbliss System Co., Ltd ⁵ (WIN)	Provision of total solutions for system integration services, maintenance services, and trading of networking related equipment and hardware
Gold Star Group Company Limited ⁶ (GSG)	Design, produce and produce made to order of all types of printing media and/or advertising media
VGI Global Media (Malaysia) Sdn. Bhd. ⁷ (VGM)	Investment in other company securities Holding Company)
Puncak Berlian Sdn. Bhd. ⁸ (PBSB)	Investment in other company shares (Holding Company)

¹ The Company becomes an indirect shareholder in Trans.Ad Solution Co., Ltd. in July 2018

² The Company becomes an indirect shareholder in Trans Ad Malaysia Sdn.Bhd. in July 2018

³ The Company becomes an indirect shareholder in Roctec Technology Limited in July 2018

⁴ The Company becomes an indirect shareholder in Parkway Technology Limited on July 2018

⁵ The Company becomes an indirect shareholder in Winbliss System Co., Ltd.on July 2018

⁶ The Company becomes an indirect shareholder in Gold Star Group Company Limited in November 2018.

⁷ The Company becomes a shareholder in VGI Global Media (Malaysia) Sdn. Bhd. in November 2018.

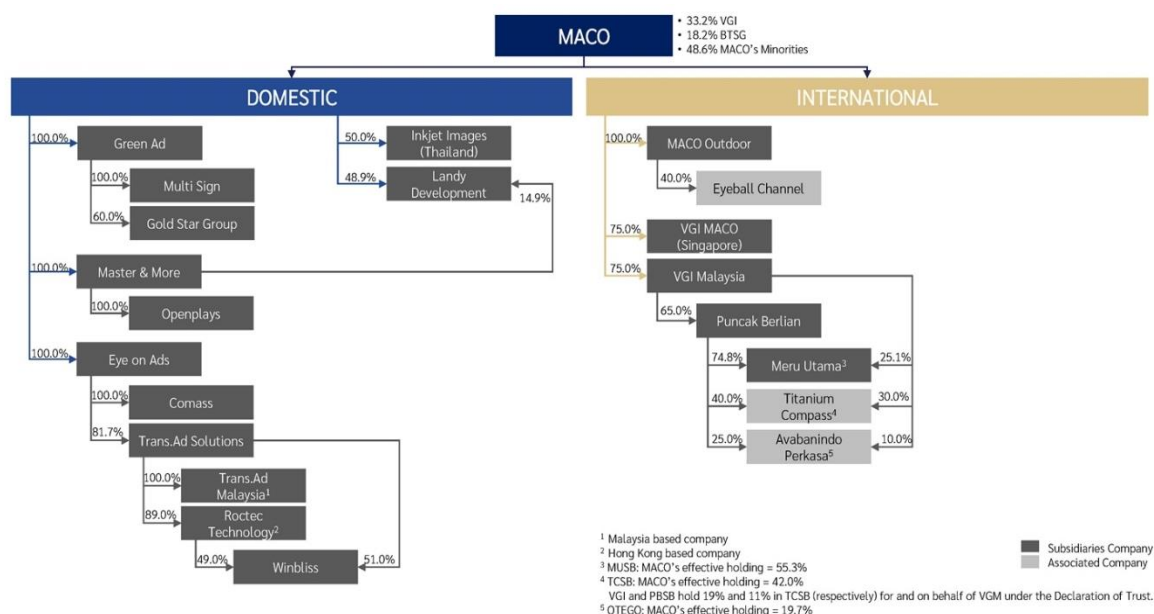
⁸ The Company becomes an indirect shareholder in Puncak Berlian Sdn. Bhd. in November 2018.

Company Name	Type of Business
Meru Utama Sdn. Bhd. ¹ (MUSB)	Advertising media in Kuala Lumpur International Airport
Titanium Compass Sdn. Bhd. ² (TCSB)	Advertisement on public transport, MRT and SBK line
PT Avabanindo Pekasa ³ (AVA)	Advertisement on MRT Indonesia
VGI MACO (Singapore) ⁴ (VGI MACO)	Investment in advertising media business in ASEAN

8.2.3.1. Relationship with the Group of Major Shareholders

The Company has a major shareholder, VGI Global Media Public Company Limited (VGI), which holds 31.65% of the shares. It is a listed company in the Stock Exchange of Thailand, operating out-of-home advertising media and digital services. The main shareholder is the company Bangkok Mass Transit System Company Limited, a 45.04% stake and BTS Group Holdings Public Company Limited, a 23.12% shareholding (as of 15 August 2018), making the Company an integral part of the business in the BTSG group of companies, which directly and indirectly hold shares in the company (by holding shares through VGI) in the total proportion of approximately 48.68% of the total number of shares sold of the Company.

Relationship with the Group of Major Shareholders



¹ The Company becomes an indirect shareholder in Meru Utama Sdn. Bhd. in November 2018.

² At present, VGI and PBSB hold 19 percent and 51 percent of the total issued shares of TCSB (respectively) where PBSB holds 11 percent of the total issued shares of TCSB for and on behalf of VGM under the Declaration of Trust between PBSB and VGI dated December 28, 2017 since PBSB is unable to transfer such shares to VGM pursuant to the restrictions under a concession agreement

³ The Company becomes an indirect shareholder in PT Avabanindo Pekasa (AVA) in November 2018.

⁴ The Company has set up VGI MACO (Singapore) in October 2018.

8.2.4. Nature of business operation

Revenue Structure

Income structure for the past 3 years can be summarised as follows:

Revenue Structure of MACO

Type of income	2016		2017 (Restated)		2018		9-month period ending 2019	
	THB million	%	THB million	%	THB million	%	THB million	%
Revenues from sales and services	646.52	85.88	837.67	87.06	1,188.65	66.92	1,047.93	47.71
Revenues from production	88.12	11.70	82.58	8.58	81.88	4.61	163.12	7.43
Revenues from system installation services	-	-	-	-	479.28	26.98	934.53	42.55
Other revenues	18.22	2.42	41.88	4.35	26.47	1.49	50.72	2.31
Total revenues	752.86	100.00	962.13	100.00	1,776.28	100.00	2,196.30	100.00

Company's Businesses

(1) Billboards

The Company is considered as one of the first pioneer in initiating billboard business in Thailand. At the present, MACO offers various billboard formats to different customer's needs, comprising of 1) Large-format Billboards, 2) Nationwide Billboards, 3) PTT Posters (Billboard in PTT Jiffy gas station) with a total billboard of over 1,227 panels.

(1.1) Large-format Billboards

Large-format Billboards are mostly installed at key strategic locations such as expressways, city gateways and central business zones where heavy traffic congestions occur and high frequency exposure with a network of more than 254 panels both in Bangkok and upcountry.

(1.2) Nationwide billboards

Upcountry areas have experienced the expansion of department store and real estate development over the past years, reflecting the decentralisation from Bangkok and vicinity to those potential provincial cities, implicating the incremental purchasing power of local people. MACO foresees this opportunity, and has laid strong foundation in such areas in order to support and service customers that aim to reach their target audiences.

Nationwide Billboards of the Company is mainly located in key intersections, local commercial areas, local markets as well as education zone where they have a high population density. Currently, MACO has 735 panels covering 77 provinces of Thailand.

(1.3) PTT Poster (Billboard in PTT Jiffy gas station)

MACO was granted the exclusive rights from PTT Public Company Limited to manage 256 advertising panels in lightbox advertising format inside 139 PTT Jiffy gas stations nationwide.

(2) Street Furniture

Street Furniture became a very attractive media for brands and product's owners since it enabled them to conduct advertising campaigns in the heart of the city. Likewise, Street Furniture is one of the outstanding media format in MACO's portfolio because of its location that installed primarily in city centre locations along with major commuting routes where pedestrians and traffic congestion reached their peak. MACO Street Furniture contracts include Street Furniture under BTS stations and Bangkok's flyovers.

For BTS skytrain network, MACO was granted the exclusive rights from Bangkok Mass Transit System Public Company Limited (BTSC) to install and manage 222 advertising panels under 23 BTS station. For Bangkok's flyovers, MACO was granted the rights from the Bangkok Metropolitan Administration (BMA) to manage 306 advertising panels under 19 flyovers across Bangkok.

(3) Digital Media

A key trend in the media landscape is the increasing proliferation of digital media. The growth of digital media is supported by its flexibility and scalability for advertisers to deliver messages to a target audience. Through its flexibility, advertisers can easily and quickly deploy marketing campaigns, reaching a broader scope of audience compared to static media. In order to sustain our competitive edge, the Company has started to introduce digital media into our product portfolio. Digital media of the Company comprises of 1) CBD LED Network (Digital Billboard) and 2) Aroy Aroy Network

(3.1) CBD LED Network (Digital Billboard)

The Company has started to replace several of our static media platforms with digital media and commence its full operation in July 2017. As of 1 January 2018, MACO has 35 digital billboards covering in 32 provinces in Thailand focusing on main cities such as Chiangmai, Khonkaen, Udonthani, Phuket and Rayong.

(3.2) Aroy Aroy Network

Advertising media in high-definition television format of 250 screens, which were installed in famous restaurant recommended by well-known reviewers, providing customer both digital and static advertising to deliver customers' advertising messages to target audiences and travelers.

(4) Oversea Media

The OOH media business in overseas is another important strategy of the Company. Currently, the Company provides the service of advertising media in Malaysia and Indonesia, whose network covers various advertising media such as 1) transit media 2) aviation media 3) outdoor media and 4) cinema, in store and office building media. Such advertising network will increase the number of advertising media of the Company to be more than 5,000 locations over ASEAN region.

(4.1) Transit Media

The Company holds an exclusive right to operate advertising media on the trains and stations of the Skytrain, MRT SBK line in Malaysia for the term of 10 years, from 2016 to 2026. SBK line comprises 31 stations and 58 trains. Moreover, the Company holds an exclusive right for the term of 20 years to operate the advertising media on North-South line, the first MRT in Indonesia, which is expected to start its operation in the middle of 2019.

(4.2) Aviation Media

Malaysia is considered as the tourism destination of the middle east people. In 2017, the Kuala Lumpur International Airport serviced more than 59 million passengers from over the world, the 23th of ranking in the world. As the Company views this opportunity, the Company became the advertising media service provider in Kuala Lumpur International Airport both in Building 1 and Building 2, which the Company holds an exclusive right to operate the advertising media for the term of 7 years and the right to extend such exclusive right for another 3 years.

(4.3) Outdoor Media

There are various types of outdoor advertising media in Malaysia, covering main cities such as billboards located on the main highway in Kuala Lumpur, which is connected to Kuala Lumpur International Airport and downtown, the 45 billboards located on the street isle and the advertising media on 918 buses over Kuala Lumpur and Penang.

(4.4) Cinema, In Store and Office Building Media

The broad and cover of advertising media can render the attractiveness to the media advertising service provider. The Company has expanded the service of media advertising into 37 cinemas, comprising 302 halls, 52 departments stores and 80 office building over Malaysia.

(5) Creative OOH Media

Not only providing Outdoor media to advertisers, MACO also presents Creative OOH media that is exclusively tailored to customer requirements. Creative OOH media can be various forms such as the contraction of large billboard, Interior Design, Projection Mapping, Mock up, and Event, which can enhance value of media campaign.

(6) System Integration

The Company provides system integration in term of multi-media, communication network, control, etc. under the operation of Trans.Ad and Roctec. Such service starts from the design of network, hardware installation, hardware procurement, including aftersales service and act as the operator of the relevant project for the private entity, government organization both domestic and overseas. The historic experience of the Companies are such as installation and administrate the control system of the MTR train in Hongkong, media system of flights schedule display at the airports in Hongkong and digital media of VGI and the Company.

8.2.5. Shareholder Structure of the Company

As of 20 February 2019, MACO had registered capital of THB 581,489,276.40, paid-up capital of THB 433,198,091.40 consisting of 4,331,980,914 common shares with par value of THB 0.10 per share.

Top shareholders listed on the Shareholder Register as of the latest book closing date of 14 November 2019 was as follows:

MACO Shareholding Structure

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
1	VGI Public Company Limited	1,436,767,596	33.17
2	Mr. Nares Ngamaphichon	1,082,500,000	24.99
3	Bts Group Holdings Public Company Limited	789,150,660	18.22
4	Thai Nvdr Co.,Ltd.	118,408,097	2.73
5	Mr. Worawut Ajchariyasripong	82,060,700	1.89
6	Mr. Noppadon Tansalarak	70,841,899	1.64
7	Mr. Wanthana Jaroennawarat	36,640,000	0.85
8	Mrs. Duangporn Khositsakul	31,980,000	0.74
9	Miss Pomrat Maneerattanaporn	31,800,000	0.73
10	Mr. Kiet Srichomkwan	21,843,320	0.50
11	Others	629,988,642	14.54
	Total	4,331,980,914	100.00

Source: Business Online (BOL)

8.2.6. MACO Board of Directors

Board of Directors of MACO is as follows:

Board of Directors

Name	Position
Mr. Mana Jantanayingyong	Chairman Of The Board of Directors
Mr. Phun Chong Kit	Chairman Of The Executive Committee/ Chief Executive Office
Mr. Chaiyasit Puvapiromquan	Director
Mr. Surachet Sangchayosawat	Director
Mr. Chavin Kalayanamitr	Director
Miss Daranee Phanklin	Director
Mr. Paisal Tarasansombat	Chairman Of Audit Committee/ Independent Director
Mr. Danai Tangsriviriyakul	Independent Director / Audit Committee
Mr. Chalush Chinthammit	Independent Director / Audit Committee

Source: SET

8.2.7. The Highest and Lowest Share Price for Each Quarter within 3 Years Period

The Highest and Lowest Share Price for Each Quarter within 3 Years Period

Year	Quarter	Highest and Lowest Price (Price per share)	
		Highest Price	Highest Price
2016	Quarter 1	1.18	0.85
	Quarter 2	1.42	1.08
	Quarter 3	1.65	1.13
	Quarter 4	1.21	0.97
2017	Quarter 1	1.36	1.16
	Quarter 2	1.69	1.24
	Quarter 3	1.95	1.50
	Quarter 4	2.28	1.85
2018	Quarter 1	2.20	1.89
	Quarter 2	2.02	1.82
	Quarter 3	1.98	1.68
	Quarter 4	1.93	1.48
2562	Quarter 1	1.59	1.41
	Quarter 2	1.56	1.42
	Quarter 3	1.62	1.48

Source: SETSMART

8.2.8. Summary of financial position and operating performance

Summary of the Company's financial position from 2016 – 2018 and Q3'2018 and Q3'2019 are as follows:

Summary of the Company's financial position from 2016 – 2018 and Q3'2018 and Q3'2019

	As of 31 December,						As of 30 September,			
	2016		2017 ¹		2018 ¹		2018		2019	
	THB million	%	THB million	%	THB million	%	THB million	%	THB million	%
Assets										
Current assets										
Cash and cash equivalents	312.50	19.16	203.24	9.37	642.73	16.16	185.65	5.47	797.73	16.61
Current investments	171.71	10.53	7.65	0.35	10.00	0.25	-	-	21.04	0.44
Trade and other receivables	276.17	16.93	351.42	16.20	710.07	17.85	150.35	4.43	875.43	18.23
Short-term loans to related parties	13.97	0.86	11.28	0.52	139.39	3.50	1,494.52	44.00	14.62	0.30
Current portion of long-term loans to related parties	-	-	-	-	-	-	-	-	-	-
Advances to contractors	-	-	-	-	77.25	1.94	-	-	42.32	0.88
Prepaid expenses	52.44	3.21	78.18	3.60	73.14	1.84	8.86	0.26	116.46	2.43
Other current assets	20.42	1.25	35.50	1.64	138.16	3.47	8.49	0.25	141.62	2.95
Total current assets	847.21	51.93	687.26	31.69	1,790.74	45.01	1,847.85	54.41	2,009.22	41.85
Non-current assets										
Restricted bank deposits	-	-	0.19	0.01	57.95	1.46	0.19	0.01	54.56	1.14
Long-term loans to related parties, net of current portion	16.39	1.01	7.49	0.35	-	-	-	-	-	-
Advance payment for purchase of investment	-	-	106.00	4.89	-	-	-	-	-	-
Investments in subsidiaries	-	-	-	-	-	-	1,476	43.46	-	-
Investments in associates	35.64	2.18	42.27	1.95	114.35	2.87	-	-	78.73	1.64
Investment properties	35.32	2.16	35.32	1.63	62.60	1.57	35.32	1.04	60.87	1.27
Property, plant and equipment	175.87	10.78	485.92	22.41	612.74	15.40	14.77	0.43	945.08	19.68
Intangible assets	52.54	3.22	79.78	3.68	253.54	6.37	1.75	0.05	364.73	7.60
Goodwill	384.38	23.56	645.98	29.79	801.00	20.14	-	-	794.78	16.5
Estimated amount by which costs of the acquisitions of investments in subsidiaries exceed identifiable net assets of the acquirees	-	-	-	-	213.17	5.36	-	-	350.03	7.29

	As of 31 December,						As of 30 September,			
	2016		2017 ¹		2018 ¹		2018		2019	
	THB million	%	THB million	%	THB million	%	THB million	%	THB million	%
Deferred tax assets	3.87	0.24	4.62	0.21	10.37	0.26	8.22	0.24	26.40	0.55
Other non-current assets	80.08	4.91	73.95	3.41	61.63	1.55	12.30	0.36	116.98	2.44
Total non-current assets	784.09	48.07	1,481.53	68.31	2,187.35	54.99	1,548.57	45.59	2,792.15	58.15
Total assets	1,631.30	100.00	2,168.79	100.00	3,978.09	100.00	3,396.42	100.00	4,801.36	100.00
Liabilities and shareholders' equity										
Current liabilities										
Short-term loans from financial institutions	-	-	230.00	10.60	260.00	6.54	520.32	15.32	549.76	11.45
Trade and other payables	327.15	20.05	163.17	7.52	525.03	13.20	95.32	2.81	781.27	16.27
Advances received from employers and unearned revenues	-	-	7.13	0.33	228.08	5.73	8.84	0.26	234.67	4.89
Current portion of long-term loan from unearned revenues	8.70	0.53	-	-	-	-	-	-	7.60	0.16
Short-term loans from related party	-	-	15.84	0.73	39.32	0.99	-	-	121.63	2.53
Income tax payable	17.27	1.06	17.58	0.81	24.66	0.62	-	-	18.51	0.39
Dividend payable	60.00	3.68	39.00	1.80	-	-	-	-	-	-
Other current liabilities	20.95	1.28	28.17	1.30	48.65	1.22	13.64	0.40	47.00	0.98
Total current liabilities	434.05	26.61	500.89	23.10	1,125.73	28.30	638.12	18.79	1,760.45	36.67
Non-current liabilities										
Long-term loan from financial institution - net of current portion	-	-	-	-	-	-	-	-	30.40	0.63
Provision for long-term employee benefits	17.92	1.10	20.74	0.96	30.68	0.77	14.59	0.43	39.54	0.82
Deferred tax liabilities	10.39	0.64	15.30	0.71	43.71	1.10	-	-	73.77	1.54
Other non-current liabilities	9.96	0.61	9.08	0.42	18.63	0.47	5.98	0.18	22.15	0.46
Total non-current liabilities	38.67	2.37	45.13	2.08	93.02	2.34	20.57	0.61	165.86	3.45
Total liabilities	472.72	28.98	546.02	25.18	1,218.75	30.64	658.69	19.39	1,926.31	40.12
Shareholders' equity										
Share capital										
5,914,892,764 ordinary shares (31 December 2018: 5,846,147,621 ordinary shares) of THB 0.1 each	409.52	25.10	409.52	18.88	584.62	14.70	591.49	17.42	591.49	12.32
Issued and fully paid-up										

	As of 31 December,						As of 30 September,			
	2016		2017 ¹		2018 ¹		2018		2019	
	THB million	%	THB million	%	THB million	%	THB million	%	THB million	%
4,331,980,914 ordinary shares (31 December 2018: 4,126,681,773 ordinary shares) of THB 0.1 each	334.30	20.49	343.89	15.86	412.67	10.37	433.20	12.75	433.20	9.02
Share premium	561.20	34.40	743.49	34.28	2,050.26	51.54	2,358.21	69.43	2,358.21	49.12
Differences on business combination under common control	-	-	-	-	(226.80)	(5.70)	(226.80)	(6.68)	(226.80)	(4.72)
Deficit from changes in ownership interests in subsidiaries	-	-	21.02	0.97	(152.87)	(3.84)	-	-	(283.72)	(5.91)
Retained earnings										
Appropriated - statutory reserve	40.95	2.51	40.95	1.89	51.99	1.31	51.99	1.53%	51.99	1.08
Unappropriated	156.76	9.61	277.14	12.78	402.16	10.11	121.13	3.57	389.50	8.11
Other components of shareholders' equity	21.39	1.31	(0.06)	0.00	(9.61)	(0.24)	-	-	(36.41)	(0.76)
Equity attributable to owners of the Company	1,114.61	68.33	1,426.43	65.77	2,527.79	63.54	2,737.73	80.61	2,685.96	55.94
Non-controlling interests of the subsidiaries	43.97	2.70	75.72	3.49	231.55	5.82	-	-	189.10	3.94
Equity attributable to shareholder of subsidiary before business combination under common control	-	-	120.62	5.56	-	-	-	-	-	-
Total shareholders' equity	1,158.57	71.02	1,622.77	74.82	2,759.34	69.36	2,737.73	80.61	2,875.06	59.88
Total liabilities and shareholders' equity	1,631.30	100.00	2,168.79	100.00	3,978.09	100.00	3,396.42	100.00	4,801.36	100.00

Source: 2016, 2017 and 2018 annual report and financial statement as of 30 September 2018 and 30 September 2019 of MACO

Remark: ¹ Restated

Balance sheet analysis

In this Quarter, the Company restated the consolidated financial position as at 31 December 2018 to reflect the fair value of Trans.Ad Group's assets after the measurement of fair value of Trans.Ad Group's identifiable assets was completed. The restatement involved eliminating "the estimated amount by which costs of the acquisition of investment exceed identifiable net assets of Trans.Ad Group" of THB 274 million in non-current assets, which was replaced by 1) intangible assets of THB 192 million and goodwill of THB 155 million in non-current assets, 2) non-controlling interests of Trans.Ad Group of THB 38 million in equity, 3) deferred tax liabilities of THB 32 million in non-liabilities and 4) unappropriated retained earnings of THB 3 million.

Assets

As of 30 September 2019, total assets were reported at THB 4,801 million, an increase of THB 823 million or 20.7% from THB 3,978 as of 31 December 2018.

Current assets

Total current assets were THB 2,009 million, which rose by 12.2% or THB 218 million. This was primarily attributable an increase in 1) cash and cash equivalents and current investment of THB 166 million and 2) Trade and other receivables of THB 165 million.

Non-current assets

Total non-current assets stood at THB 2,792 million, an increase of 27.6% or THB 605 million primarily due to an increase in 1) property, plant and equipment of THB 332 million and 2) Goodwill and Intangible assets of THB 105 million.

Trade and other receivables

Trade and other receivables were THB 875 million, an increase of 23.3% or THB 165 million from THB 710 million as of 31 December 2018. The Company gives 90 days credit terms to customers. The average collection period as at the end of this Quarter was 98 days compared to 114 days as of 31 December 2018.

Liabilities

As of 30 September 2019, total liabilities were THB 1,926 million, increasing by 58.0% or THB 708 million from THB 1,219 million as of 31 December 2018 mainly from increase in 1) short term loans of THB 402 million, 2) trade and other payables of THB 256 million and 3) long term loans of THB 30 million.

Equity

Total equity as of 30 September 2019 was THB 2,875 million, rose by THB 116 million or 4.2%. This was attributed to an increase in premium on shares of THB 308 million which was from the rights offering ("RO") subscription of 205 million shares, amounting to THB 328 million. As of 30 September 2019, total equity included with equity attributable to owners of the Company of THB 2,686 million and noncontrolling interests of the subsidiaries of THB 189 million.

Income Statement 2016 – 2018 and Q3'2018 and Q3'2019

	As of 31 December,						As of 30 September,			
	2016		2017 ¹		2018		2018 ¹		2019	
	THB million	%	THB million	%	THB million	%	THB million	%	THB million	%
Profit or loss:										
Revenue										
Revenue from services and sales	734.63	97.58	935.66	97.25	1,255.12	70.66	844.72	80.25	1,212.75	55.18
Revenue from installation services	-	-	-	-	479.28	26.98	181.15	17.21	934.53	42.52
Other income	18.23	2.42	26.47	2.75	41.88	2.36	26.72	2.54	41.10	1.87
Total revenues	752.86	100.00	962.13	100.00	1,776.28	100.00	1,052.59	100.00	2,198.00	100.00
Expenses										
Cost of services and sales	330.05	43.84	389.64	40.50	522.43	29.41	348.82	33.14	688.31	31.32
Cost of system installation services	-	-	-	-	378.05	21.28	143.68	13.65	688.06	31.30
Selling expenses	86.49	11.49	103.78	10.79	186.51	10.50	108.68	10.32	169.63	7.72
Administrative expenses	194.99	25.90	209.26	21.75	338.35	19.05	229.11	21.77	406.21	18.48
Total expenses	611.52	81.23	702.68	73.03	1,425.34	80.24	830.29	78.88	1,952.20	88.82
Profit before share of loss from investments in associates, finance cost and income tax	141.33	18.77	259.45	26.97	350.94	19.76	222.30	21.12	245.80	11.18
Share of loss from investments in associates	3.34	0.44	6.63	0.69	(31.28)	(1.76)	(11.10)	(1.05)	(53.82)	(2.45)
Profit before finance cost and income tax	144.67	19.22	266.09	27.66	319.66	18.00	211.19	20.06	191.98	8.73
Finance cost	(3.50)	(0.46)	(7.81)	(0.81)	(11.15)	(0.63)	(7.28)	(0.69)	(10.73)	(0.49)
Profit before income tax	141.17	18.75	258.28	26.84	308.51	17.37	203.92	19.37	181.25	8.25
Income tax	(37.42)	(4.97)	(49.20)	(5.11)	(73.06)	(4.11)	(48.28)	(4.59)	(59.09)	(2.69)
Profit for the period	103.75	13.78	209.08	21.73	235.45	13.26	155.64	14.79	122.16	5.56

Source: 2016, 2017 and 2018 annual report and financial statement as of 30 September 2018 and 30 September 2019 of MACO

Remark: ¹ Restated

Analysis of operating result

Revenue

For the 9 months period ending 30 September 2019, the Company had service revenue of THB 2,147.28 million, an increase of 109.31% from the same period last year which can be divided into service and sales revenue such as billboard rental service, advertising media production, maintenance service and sales of THB 1,212.75 million and revenue from system installation services of THB 934.53 million. The said increase in revenue is due to the consolidation of International Advertising operated by VGI Global Media (Malaysia) Sdn. Bhd. (VGM) as well as the full-Quarter consolidation of Trans.Ad Group. However, the domestic media market has been affected by the low seasonality, resulting in a lower than expected growth in the revenues.

Cost of sales

The company's service costs increased by 179.47% from THB 492.50 million in the first 9 months of last year to THB 1,376.37 million, mainly due to the aforementioned consolidation, resulting in the cost-to-sales ratio in this Quarter increased to 62.62% from 46.79%. However, VGM's cost structure is higher than MACO's domestic business due to higher expenses from concession in Transit and Airport Media, which Trans.Ad Group's cost is mainly from hardware and software.

Selling, General and Administrative expenses (SG&A)

The company had selling, general and administrative expenses increased 70.47% from THB 337.79 million to THB 575.84 million, primarily due to the consolidation of VGM and Trans.Ad Group. SG&A to sales ratio declined from 32.93 percent to 26.82 percent.

Net profit attribute to equity

For the 9-month period ended 30 September 2019, the Company's media operation in Malaysia market reached its break-even of net profit for the first time since 2016, while the Indonesia market also began to generate early profit. Despite the positive sentiment in the oversea markets, the Company's faced challenges from the sluggish performance in the domestic front, which resulted in the net profit attributable to equity to reduce to THB 121.86 million.

Summary of cash flow statement of MACO

THB million	As of 31 December,			9 months ended 30 September,	
	2016	2017	2018	2018	2019
Net cash used in operating activities	248.17	225.35	427.78	220.39	204.69
Net cash used in investing activities	(355.10)	(597.19)	(1,135.15)	(393.46)	(471.01)
Net cash used in financing activities	269.99	264.56	1,162.14	1,057.22	424.09
Translation adjustments	0.15	(1.98)	(5.28)	(3.25)	(2.77)
Net increase (decrease) in cash and cash equivalent	163.21	(109.26)	449.49	880.90	155.01
Cash and cash equivalent at ending of the year	312.50	203.24	652.73	1,084.14	797.73

Source: 2016, 2017 and 2018 annual report and financial statement as of 30 September 2019 of MACO

Cash flow

In the first 9-month period of 2019, the Company had an increased in cash flow from Operating Activities of THB 204.69 million.

The main items that increased cashflow from Operating Activities in the first 9-month period of 2019 were

- Decrease in trade and other receivables THB 43.41 million
- Decrease in advances to contractors THB 34.93 million
- Decrease in other current assets THB 14.48 million

The main items that decreased cashflow in the first 9-month period of 2019 were

- Increase in non-current assets THB 70.76 million
- Decrease in trade and other payables THB 40.87 million
- Increase in cash paid for corporate income tax THB 84.82 million

In 2018, the Company had an increased in cash flow from Operating Activities of THB 427.78 million

The main items that increased cashflow from Operating Activities of the year 2018 were

- Decrease in other non-current assets THB 20.26 million

- Increase in trade and other payables THB 34.17 million
- Increase in advances received from employers and unearned revenues THB 186.99 million

The main items that decreased cashflow of the year 2018 were

- Increase in trade and other receivables THB 218.44 million
- Increase in advances to contractors THB 25.64 million
- Increase in cash paid for corporate income tax THB 79.10 million

In 2017, the Company had an increased in cash flow from Operating Activities of THB 225.35 million

The main items that increased cashflow from Operating Activities of the year 2017 were

- Decrease in other non-current assets THB 31.80 million
- Increase in advances received from employers and unearned revenues THB 5.13 million
- Increase in other current liabilities THB 5.34 million

The main items that decreased cashflow of the year 2017 were

- Increase in trade and other receivables THB 56.55 million
- Increase in other current assets THB 22.08 million
- Increase in cash paid for corporate income tax THB 56.11 million

Key financial ratio

Key financial ratio

	As of 31 December,			9 months ended 30 September,	
	2016	2017	2018	2018	2019
Profitability Ratio					
Gross profit (%) ¹	55.10	58.30	48.50	42.40	35.50
Operating EBITDA (%)	23.50	36.50	25.40	24.70	15.50
Net profit (from operation) (%)	14.10	22.30	13.50	14.40	5.60
Net profit (after MI) (%) ²	13.90	23.60	15.60	11.50	4.70
Return on equity (%) ³	11.10	17.40	13.80	13.40	7.30
Efficiency Ratio					
Return on assets (%) ⁴	11.50	14.00	10.20	12.00	6.50
Return on fixed assets (%) ⁵	87.10	80.40	58.20	55.70	36.60
Asset turnover (times)	0.60	0.50	0.60	0.50	0.70
Liquidity Ratio					
Current ratio (times)	2.00	1.40	1.50	1.60	1.10
Quick ratio (times) ⁶	2.00	1.40	1.50	1.60	1.10
Account receivable turnover (times)	2.40	5.30	4.70	3.20	3.70
Average collection period (days) ⁷	77.00	69.00	77.00	114.00	98.00
Payable days (days)	124.00	145.00	81.00	162.00	140.00
Leverage ratios					
Liability to Equity (times)	0.40	0.40	0.50	0.40	0.70

	As of 31 December,			9 months ended 30 September,	
	2016	2017	2018	2018	2019
Debt to equity (times)	0.00	0.10	0.10	0.10	0.20

Source: MACO

Remarks: ¹ Calculated from operating revenue

² Net Profit attributable to equity holders of the Company/ operating revenue

³ Net Profit (Annualised) / Average Total Shareholders' equity (average of outstanding at end of the previous year and at end of this year)

⁴ Earnings before interest and tax (Annualised) / Average Total Assets (average of outstanding at end of the previous year and at end of this year)

⁵ Earnings before interest and tax (Annualised) / Net Average Non-Current Asset (average of outstanding at end of the previous year and at end of this year)

⁶ (Current Assets – Inventory) / Average Current Liabilities at the end of this year

⁷ Trade receivables (average of outstanding at end of the previous year and at end of this year) / Operating Revenue (Annualised)

^{*} The company has adjusted the financial statements since 26 January 2017 after consolidating the financial statements with VGM under the same control.

8.3. Summary of Eye on Ads Co., Ltd. (EOA)

8.3.1. General Company Information

EOA General Company Information

Items	Details
Company Name	Eye On Ads Co., Ltd.
Address	28/43-45 Vipavadee-Rangsit Road, Lardyaow, Chatuchak Bangkok 10900
Telephone	+66 (0) 2938 9388
Facsimile	+66 (0) 2938 3486-7
Public Company Registration No.	0105546151896
Website	N/A
Market	Hardware, storage technology and peripherals
Industry/Sector	1. Shareholding in Comass Co., Ltd 2. Provide advertising media, especially static and digital billboard

8.3.2. General EOA Information (Source: EOA Financial Statement)

Eye on Ads Co., Ltd. is a limited company incorporated and domiciled in Thailand. Its parent company is Master Ad Public Company Limited, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. EOA is principally engaged in manufacture and distribution of tri-vision equipment and provide outdoor advertising media.

8.3.3. Shareholder Structure of the Company

As of 26 April 2019, EOA had registered capital of 393,000,000.00 THB, paid-up capital of 393,000,000.00 THB consisting of 39,300,000 common shares with par value of 10.00 THB per share.

Top shareholders listed on the Shareholder Register as of the latest book closing date of 26 April 2019 was as follows:

EOA Shareholding Structure

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
1	Master Ad Public Company Limited	39,299,998	100.00
2	Green Ad Co., Ltd	1	0.00
3	Master and More Co., Ltd	1	0.00

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
	Total	39,300,000	100.00

Source: Business Online (BOL)

8.3.4. EOA Board of Directors

Board of Directors of EOA is as follows:

Board of Directors

Name	Position
Miss Nunhayati Maero	Director
Miss Rochana Trakoonkhoosri	Director
Miss Chonlada Chanim	Director

Source: Business Online (BOL)

8.3.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for 2016 – 2018 are as follows:

Summary of financial position from 2016 - 2018

	As of 31 December,					
	2016		2017		2018	
	THB million	%	THB million	%	THB million	%
Assets						
Current assets						
Cash and cash equivalents	3.61	9.25	16.03	2.26	29.82	2.58
Trade and other receivables	0.39	0.99	15.80	2.23	20.53	1.78
Prepaid expenses	2.02	5.17	14.78	2.09	16.09	1.39
VAT refundable	1.93	4.93	18.79	2.65	14.71	1.27
Other current assets	1.07	2.74	2.55	0.36	2.79	0.24
Total current assets	9.02	23.09	67.95	9.60	83.94	7.27
Non-current assets						
Investments in subsidiaries	-	-	334.99	47.32	722.99	62.61
Building and equipment	1.78	4.55	292.64	41.34	335.18	29.03
Leasehold rights	-	0.00	3.44	0.49	0.74	0.06
Intangible assets - computer software	0.01	0.02	0.43	0.06	1.01	0.09
Prepaid rental of advertising space – net of current portion	-	-	2.50	0.35	1.90	0.16
Other non-current assets	28.26	72.34	5.95	0.84	9.03	0.78
Total non-current assets	30.04	76.91	639.94	90.40	1,070.86	92.73
Total assets	39.06	100.00	707.89	100.00	1,154.80	100.00
Liabilities and shareholders' equity						
Current liabilities						
Trade and other payables	6.27	16.04	13.90	1.96	19.20	1.66
Short-term loans from related parties	31.00	79.36	686.00	96.91	701.00	60.70
Income tax payable	-	0.00	-	-	0.11	0.01
Other current liabilities	0.12	0.30	1.51	0.21	1.55	0.13

	As of 31 December,					
	2016		2017		2018	
	THB million	%	THB million	%	THB million	%
Total current liabilities	37.38	95.70	701.41	99.08	721.86	62.51
Non-current liabilities						
Provision for long-term employee benefits	0.31	0.78	0.19	0.03	0.22	0.02
Other non-current liabilities	0.05	0.13	0.34	0.05	3.65	0.32
Total non-current liabilities	0.36	0.91	0.53	0.07	3.87	0.34
Total liabilities	37.74	96.61	701.94	99.16	725.73	62.85
Shareholders' equity						
Share capital						
39,300,000 ordinary shares of THB 10 each (2017: 500,000 ordinary shares of THB 10 each)	5.00	12.80	5.00	0.71	393.00	34.03
Issued and fully paid-up						
39,300,000 ordinary shares of THB 10 each (2017: 500,000 ordinary shares of THB 10 each)	5.00	12.80	5.00	0.71	393.00	34.03
Retained earnings - Unappropriated	(3.68)	-9.41	0.96	0.14	36.06	3.12
Total shareholders' equity	1.32	3.39	5.96	0.84	429.06	37.15
Total liabilities and shareholders' equity	39.06	100.00	707.89	100.00	1,154.80	100.00

Source: financial statement as of 31 December 2016, 31 December 2017 and 31 December 2018 of EOA

Income Statement 2016 – 2018

	As of 31 December,					
	2016		2017		2018	
	THB million	%	THB million	%	THB million	%
Profit or loss:						
Revenues						
Revenue from services and sales	4.03	91.87	96.21	86.33	195.66	93.16
Other revenues						
Dividend received	0.00	0.00	10.63	9.54	10.63	5.06
Others	0.36	8.13	4.60	4.13	3.72	1.77
Total revenues	4.39	100.00	111.44	100.00	210.01	100.00
Expenses						
Cost of services and sales	5.38	122.59	82.11	73.68	136.55	65.02
Selling expenses	-	0.00	2.52	2.26	1.70	0.81
Administrative expenses	4.39	100.08	13.26	11.90	15.87	7.56
Total expenses	9.77	222.67	97.90	87.84	154.12	73.38
Profit before finance cost and income tax	(5.38)	(122.67)	13.55	12.16	55.90	26.62
Finance cost	(0.02)	(0.39)	(9.09)	-8.16	(16.34)	(7.78)
Profit before income tax	(5.40)	(123.06)	4.45	4.00	39.56	18.84
Income tax	-	-	-	-	(4.45)	(2.12)
Profit for the period	(5.40)	(123.06)	4.45	4.00	35.11	16.72

Source: financial statement year ended 31 December 2016, 31 December 2017 and 31 December 2018 of EOA

8.4. Summary of Green Ad Co., Ltd. (Green Ad)

8.4.1. General Company Information

Green Ad General Company Information

Items	Details
Name	Green Ad Co., Ltd.
Address	6th Floor,1, Soi Ladprao 19, Ladprao Road, Chomphon, Chatuchak Bangkok 10900
Telephone	+66 (0) 2938 3388
Facsimile	+66 (0) 2938 3486-7
Limited Company Registration No.	0105553137747
Website	N/A
Industry/Sector	Advertising
Business	Shareholding in Multi Sign Co., Ltd.

8.4.2. General Green Ad Information (Source: Green Ad financial statement)

Green Ad Co., Ltd is a limited company incorporated and domiciled in Thailand. Its parent company is Master Ad Public Company Limited, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. Green Ad is principally engaged in providing advertising and production services for tree wall panels.

8.4.3. Shareholder Structure of the Company

As of 30 September 2019, Green Ad had share capital of 800,000,000.00 THB, paid-up capital of 800,000,000.00 THB consisting of 160,000,000 common shares with par value of 5.00 THB per share.

Top shareholders listed on the Shareholder Register as of the latest book closing date of 4 September 2019 was as follows:

Green Ad Shareholding Structure

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
1	Master Ad Public Company Limited	159,999,998	100.00
2	Master and More Co., Ltd.	1	0.00
3	Eye on Ads Co., Ltd.	1	0.00
	Total	160,000,000	100.00

Source: Business Online (BOL)

8.4.4. Green Ad Board of Directors

Board of Directors of Green Ad is as follows:

Board of Directors

Name	Position
Miss Tamonwan Narintavanich	Director
Mr. Phun Chong Kit	Director
Miss Daranee Phanklin	Director
Mr. Surachet Sangchayosawat	Director

Name	Position
Mr. Chavin Kalayanamitr	Director

Source: Business Online (BOL)

8.4.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for 2016 – 2018 are as follows:

Summary of financial position from 2016 - 2018

	As of 31 December,					
	2016		2017		2018	
	THB million	%	THB million	%	THB million	%
Assets						
Current assets						
Cash and cash equivalents	3.49	0.75	3.37	0.77	0.98	0.11
Trade and other receivables	0.56	0.12	0.02	0.00	0.19	0.02
Short-term loans to related parties	28.00	5.99	-	-	-	-
Other current assets	0.17	0.04	0.20	0.05	0.13	0.02
Total current assets	32.23	6.90	3.59	0.82	1.31	0.15
Non-current assets						
Investments in subsidiaries	435.00	93.08	435.01	99.17	877.61	99.84
Other non-current assets	0.09	0.02	0.05	0.01	0.09	0.01
Total non-current assets	435.09	93.10	435.06	99.18	877.70	99.85
Total assets	467.32	100.00	438.64	100.00	879.01	100.00
Liabilities and shareholders' equity						
Current liabilities						
Trade and other payables	217.35	46.51	43.86	10.00	41.10	4.68
Short-term loans from related parties	31.00	6.63	3.00	0.68	343.00	39.02
Other current liabilities	0.03	0.01	0.00	0.00	0.01	0.00
Total current liabilities	248.38	53.15	46.86	10.68	384.11	43.70
Non-current liabilities						
Other non-current liabilities	0.00	0.00	0.06	0.01	0.03	0.00
Total non-current liabilities	0.00	0.00	0.06	0.01	0.03	0.00
Total liabilities	248.38	53.15	46.92	10.70	384.14	43.70
Shareholders' equity						
Share capital						
100,000,000 ordinary shares of THB 5 each	500.00	106.99	500.00	113.99	500.00	56.88
Issued and fully paid-up						
1,000,000 ordinary shares of THB 5 each	5.00	1.07	5.00	1.14	5.00	0.57
99,000,000 ordinary shares of THB 5 each (2017: paid-up THB 3.9969 each)	220.00	47.08	395.70	90.21	495.00	56.31
Accumulated losses	(6.06)	(1.30)	(8.97)	(2.05)	(5.13)	(0.58)
Total shareholders' equity	218.93	46.85	391.72	89.30	494.87	56.30
Total liabilities and shareholders' equity	467.32	100.00	438.64	100.00	879.01	100.00

Source: financial statement as of 31 December 2016, 31 December 2017 and 31 December 2018 of Green Ad

Income Statement 2016 - 2018

	As of 31 December,					
	2016		2017		2018	
	THB million	%	THB million	%	THB million	%
Profit or loss:						
Revenues						
Revenue from services and sales	0.39	72.79	1.17	93.50	1.37	19.67
Other revenues						
Dividend received	-	-	-	-	5.60	80.15
Others	0.14	27.21	0.08	6.50	0.01	0.18
Total revenues	0.53	100.00	1.25	100.00	6.99	100.00
Expenses						
Cost of services and sales	0.31	57.66	0.88	70.14	0.80	11.42
Administrative expenses	0.38	72.13	0.13	10.29	0.91	12.97
Total expenses	0.69	129.80	1.01	80.43	1.70	24.39
Profit before finance cost and income tax	(0.16)	(29.80)	0.25	19.57	5.28	75.61
Finance cost	(1.08)	(203.48)	(3.15)	(251.91)	(1.44)	(20.65)
Profit before income tax	(1.23)	(233.28)	(2.91)	(32.33)	3.84	54.96
Income tax	-	-	-	-	-	-
Profit for the period	(1.23)	(233.28)	(2.91)	(32.33)	3.84	54.96

Source: financial statement year ended 31 December 2016, 31 December 2017 and 31 December 2018 of Green Ad

8.5. Summary of Landy Development Co., Ltd. (LAND)

8.5.1. General Company Information

LAND General Company Information

Items	Details
Name	Landy Development Co., Ltd.
Address	4th-6th Floor, 1, Soi Ladprao 19, Ladprao Road, Chomphon, Chatuchak Bangkok 10900
Telephone	+66 (0) 2938 9388
Facsimile	-
Limited Company Registration No.	0105535041831
Website	N/A
Industry/Sector	Real estate
Business	Office Building for Rent

8.5.2. General LAND information (Source: LAND financial statement)

Landy Development Co., Ltd is a limited company incorporated and domiciled in Thailand. Its parent company is Master Ad Public Company Limited, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. LAND is principally engaged in office rental as well as utility services, real estate development and trade.

8.5.3. Shareholder Structure of the Company

As of 2 October 2019, LAND had share capital of 40,000,000.00 THB, paid-up capital of 40,000,000.00 THB consisting of 4,000,000 common shares with par value of 10.00 per share.

Top shareholders listed on the Shareholder Register as of the latest book closing date of 2 October 2019 was as follows:

LAND Shareholding Structure

No.	Major Shareholders' Name	Shares Held	Holding Percentage (%)
1	Master Ad Public Company Limited	1,954,800	48.87
2	Landy Home (Thailand) Co., Ltd.	1,449,600	36.24
3	Master and More Co., Ltd.	595,600	14.89
	Total	4,000,000	100.00

Source: Business Online (BOL)

8.5.4. LAND Board of Directors

Board of Directors of LAND is as follows:

Board of Directors

Name	Position
Mr. Phun Chong Kit	Director
Mrs. Uraivan Boonyaruttapunth	Director

Source: Business Online (BOL)

8.5.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for 2016 – 2018 are as follows:

Summary of the financial position from 2016 - 2018

	As of 31 December,					
	2016		2017		2018	
	THB million	%	THB million	%	THB million	%
Assets						
Current assets						
Cash and cash equivalents	7.95	9.60	16.10	18.74	27.09	29.47
Trade and other receivables	0.14	0.17	0.12	0.14	0.65	0.70
Other current assets	0.12	0.14	0.01	0.01	0.02	0.03
Total current assets	8.21	9.92	16.22	18.89	27.76	30.20
Non-current assets						
Deposit at bank pledged as collateral	-	-	0.67	0.78	0.67	0.73
Investment property	74.45	89.97	68.91	80.22	63.38	68.96
Equipment	0.00	0.00	0.00	0.00	0.01	0.01
Other non-current assets	0.09	0.11	0.09	0.10	0.09	0.10
Total non-current assets	74.54	90.08	69.67	81.11	64.15	69.80
Total assets	82.75	100.00	85.89	100.00	91.91	100.00
Liabilities and shareholders' equity						
Current liabilities						
Short-term loans from financial institutions	2.00	2.42				
Trade and other payables	4.04	4.88	1.75	2.03	1.93	2.10
Loan from director	1.29	1.56	1.29	1.50	-	-
Income tax payable	0.87	1.06	0.69	0.81	0.58	0.63
Other current liabilities	0.11	0.13	0.13	0.16	0.06	0.07
Total current liabilities	8.31	10.05	3.87	4.50	2.57	2.79
Non-current liabilities						
Retention deposit	0.12	0.14	0.07	0.08	0.07	0.07
Advance deposit received	1.89	2.28	1.89	2.20	1.89	2.06
Total non-current liabilities	2.01	2.43	1.96	2.28	1.96	2.13
Total liabilities	10.32	12.48	5.83	6.79	4.53	4.92
Shareholders' equity						
Share capital						
4,000,000 ordinary shares of THB 10 each	40.00	48.34	40.00	46.57	40.00	43.52
Issued and fully paid-up						
4,000,000 ordinary shares of THB 10 each	40.00	48.34	40.00	46.57	40.00	43.52
Retained earnings - Unappropriated	32.42	39.18	40.07	46.64	47.39	51.56
Total shareholders' equity	72.42	87.52	80.07	93.21	87.39	95.08
Total liabilities and shareholders' equity	82.75	100.00	85.89	100.00	91.91	100.00

Source: financial statement as of 31 December 2016, 31 December 2017 and 31 December 2018 of LAND

Income Statement 2016 - 2018

	As of 31 December,					
	2016		2017		2018	
	THB million	%	THB million	%	THB million	%
Profit or loss:						
Revenues						
Revenue from services	16.42	57.12	16.13	68.40	14.90	65.55
Rental revenue	6.98	24.29	6.98	29.61	6.46	28.42
Other revenues	5.35	18.60	0.47	1.99	1.37	6.03
Total revenues	28.74	100.00	23.58	100.00	22.73	100.00
Expenses						
Cost of services	5.81	20.22	5.27	22.33	5.19	22.84
Selling expenses	6.47	22.51	6.47	27.45	6.47	28.47
Administrative expenses	4.22	14.69	2.28	9.69	1.91	8.42
Total expenses	16.51	57.42	14.02	59.47	13.58	59.73
Profit before finance cost and income tax	12.24	42.58	9.56	40.53	9.16	40.27
Finance cost	(0.65)	(2.26)	(0.00)	(0.01)	-	-
Profit before income tax	11.59	40.32	9.55	40.52	9.16	40.27
Income tax	(2.32)	(8.07)	(1.91)	(8.11)	(1.83)	(8.06)
Profit for the period	9.27	32.25	7.64	32.41	7.32	32.21

Source: financial statement year ended 31 December 2016, 31 December 2017 and 31 December 2018 of LAND

8.6. Summary of Inkjet Images (Thailand) Co., Ltd. (Inkjet)

8.6.1. General Company Information

Inkjet General Company Information

Items	Details
Name	Inkjet Images (Thailand) Co., Ltd.
Address	28/43-45 Vipavadee- Rangsit Road, Lardyaow, Chatuchak Bangkok 10900
Telephone	+66 (0) 2936 3366
Facsimile	+66 (0) 2936 3366
Limited Company Registration No.	0105539090097
Website	www.inkjetimagesthailand.com
Industry/Sector	Advertising
Business	Provides production of inkjet media

8.6.2. General Inkjet Information (Source: Inkjet financial statement)

Inkjet Images (Thailand) Co., Ltd. is a limited company incorporated and domiciled in Thailand. Its parent company is Master Ad Public Company Limited, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. Inkjet is principally engaged in providing production of inkjet media.

8.6.3. Shareholder Structure of the Company

As of 26 April 2019, Inkjet had registered capital of had registered capital of 6,000,000.00 THB, paid-up capital of 6,000,000.00 THB consisting of 600,000 common shares with par value of 10.00 THB per share.

Top shareholders listed on the Shareholder Register as of the latest book closing date of 26 April 2019 was as follows:

Inkjet Shareholding Structure

No.	Major Shareholders' Name	Shares Held	Holding Percentage (%)
1	Master Ad Public Company Limited	299,999	50.00
2	PICO (Thailand) Public Company Limited	133,333	22.22
3	Mr. Lim See Min	99,999	16.67
4	Miss Phonthip Lorattanasaneh	66,667	11.11
5	Master and More Co., Ltd.	2	0.00
	Total	600,000	100.00

Source: Business Online (BOL)

8.6.4. Board of Directors Inkjet

Board of Directors of Inkjet is as follows:

Board of Directors

Name	Position
Mr. Chokchai Watcharanirankul	Director
Mr. Lim See Min	Director
Mr. Thoedkiat Wangweeramit	Director
Miss Phonthip Lorattanasaneh	Director

Name	Position
Mr. Phun Chong Kit	Director
Mr. Yanit Thiphakorn	Director

Source: Business Online (BOL)

8.6.5. Summary of financial position and operating performance

Summary of financial position and operating performance for 2016 - 2018 are as follows:

Summary of financial position from 2016 - 2018

	As of 31 December,					
	2016		2017		2018	
	THB million	%	THB million	%	THB million	%
Assets						
Current assets						
Cash and cash equivalents	3.74	10.95	4.83	12.88	16.36	42.05
Temporary investments - bank fixed deposits	11.65	34.13	7.65	20.38	-	-
Trade and other receivables	10.10	29.60	13.50	35.98	13.21	33.94
Other current assets	1.90	5.58	1.47	3.93	1.51	3.87
Total current assets	27.39	80.27	27.45	73.17	31.08	79.87
Non-current assets						
Building improvements and equipment	6.01	17.61	8.65	23.05	6.00	15.42
Other non-current assets	0.72	2.12	1.42	3.78	1.83	4.71
Total non-current assets	6.73	19.73	10.07	26.83	7.83	20.13
Total assets	34.12	100.00	37.52	100.00	38.91	100.00
Liabilities and shareholders' equity						
Current liabilities						
Trade and other payables	2.35	6.90	2.67	7.12	4.01	10.30
Other current liabilities	0.91	2.68	0.85	2.27	1.07	2.76
Total current liabilities	3.27	9.58	3.52	9.39	5.08	13.06
Non-current liabilities						
Provision for long-term employee benefits	2.26	6.61	3.27	8.72	3.61	9.28
Total non-current liabilities	2.26	6.61	3.27	8.72	3.61	9.28
Total liabilities	5.52	16.19	6.79	18.11	8.69	22.34
Shareholders' equity						
Share capital						
600,000 ordinary shares of THB 10 each	6.00	17.59	6.00	15.99	6.00	15.42
Issued and fully paid-up						
600,000 ordinary shares of THB 10 each	6.00	17.59	6.00	15.99	6.00	15.42
Retained earnings						
Appropriated - statutory reserve	0.60	1.76	0.60	1.60	0.60	1.54
Unappropriated	21.99	64.46	24.13	64.30	23.62	60.70
Total shareholders' equity	28.59	83.81	30.73	81.89	30.22	77.66
Total liabilities and shareholders' equity	34.12	100.00	37.52	100.00	38.91	100.00

Source: financial statement as of 31 December 2016, 31 December 2017 and 31 December 2018 of Inkjet

Income Statement 2016-2018

	As of 31 December,					
	2016		2017		2018	
	THB million	%	THB million	%	THB million	%
Profit or loss:						
Revenues						
Revenue from services and sales	28.04	98.25	33.71	96.31	40.61	99.73
Other revenues	0.50	1.75	1.29	3.69	0.11	0.27
Total revenues	28.54	100.00	35.00	100.00	40.72	100.00
Expenses						
Cost of services and sales	18.94	66.36	20.34	58.12	24.01	58.96
Selling expenses	0.02	0.07	0.05	0.13	0.08	0.19
Administrative expenses	8.78	30.77	10.01	28.59	11.27	27.67
Total expenses	27.74	97.21	30.40	86.85	35.35	86.82
Profit before finance cost and income tax	0.80	2.79	4.60	13.15	5.37	13.18
Finance cost	-	-	-	-	-	-
Profit before income tax	0.80	2.79	4.60	13.15	5.37	13.18
Income tax	(0.16)	(0.57)	(0.93)	(2.65)	(1.08)	(2.65)
Profit for the period	0.63	2.22	3.67	10.50	4.29	10.54

Source: financial statement year ended 31 December 2016, 31 December 2017 and 31 December 2018 of Inkjet

8.7. Summary of Openplay Co., Ltd. (OPP)

8.7.1. General Company Information

OPP General Company Information

Items	Details
Name	Openplay Co., Ltd.
Address	77/37 Soi permsin 24/1, Sukhapiban 3 Road, Khongthanon, Syamia, Bangkok 10210
Telephone	+66 (0) 2938 3388
Facsimile	+66 (0) 29338 3486-7
Limited Company Registration No.	0105557038131
Website	N/A
Industry/Sector	Advertising
Business	Provide advertising media and production services

8.7.2. General OPP Information (Source: OPP financial statement)

OPP is a limited company incorporated and domiciled in Thailand. Its parent company is Master Ad Public Company Limited, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. OPP principally engaged in providing advertising media in PTT gas stations nationwide.

8.7.3. Shareholder Structure of the Company

As of 26 April 2562, OPP had registered capital of 5,000,000.00 THB, paid-up capital of 5,000,000.00 THB consisting of 50,000 common shares with par value of 100.00 THB per share.

Top shareholders listed on the Shareholder Register as of the latest book closing date of 26 April 2019 was as follows:

OPP Shareholding Structure

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
1	Master and More Co., Ltd	49,998	100.00
2	Green Ad Co., Ltd	1	0.00
3	Eye On Ads Co., Ltd.	1	0.00
	Total	50,000	100.00

Source: Business Online (BOL)

8.7.4. Board of Directors OPP

Board of Directors of OPP is as follows:

Board of Directors

Name	Position
Mr. Phun Chong Kit	Director
Miss Rochana Trakoonkhoosri	Director

Source: Business Online (BOL)

8.7.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for 2016 - 2018 are as follows:

Summary of the financial position from 2016 - 2018

	As of 31 December,					
	2016		2017		2018	
	THB million	%	THB million	%	THB million	%
Assets						
Current assets						
Cash and cash equivalents	0.53	1.73	0.77	2.93	1.67	6.66
Other receivables	0.87	2.80	-	-	0.06	0.22
Other current assets	0.87	2.82	0.51	1.94	0.67	2.70
Total current assets	2.27	7.35	1.29	4.87	2.40	9.58
Non-current assets						
Equipment	26.14	84.57	22.54	85.41	20.67	82.58
Other non-current assets	2.50	8.08	2.57	9.72	1.96	7.84
Total non-current assets	28.64	92.65	25.11	95.13	22.63	90.42
Total assets	30.91	100.00	26.40	100.00	25.03	100.00
Liabilities and shareholders' equity						
Current liabilities						
Trade and other payables	1.06	3.44	1.16	4.38	2.38	9.49
Current portion of long-term loans from financial institutions	8.70	28.13	-	-	-	-
Short-term loans from related parties	4.40	14.24	12.72	48.19	8.48	33.88
Other current liabilities	0.05	0.15	0.09	0.34	0.16	0.65
Total current liabilities	14.20	45.96	13.97	52.91	11.02	44.02
Non-current liabilities						
Retentions received in accordance with the agreements grant the right to manage marketing and advertising media sales	9.00	29.12	9.00	34.10	9.00	35.96
Other non-current liabilities	1.69	5.48	1.69	6.42	4.48	17.91
Total non-current liabilities	10.69	34.60	10.69	40.52	13.48	53.87
Total liabilities	24.90	80.56	24.66	93.43	24.50	97.89
Shareholders' equity						
Share capital						
50,000 ordinary shares of THB 100 each	5.00	16.18	5.00	18.94	5.00	19.98
Issued and fully paid-up						
50,000 ordinary shares of THB 100 each	5.00	16.18	5.00	18.94	5.00	19.98
Retained earnings (accumulated losses)	1.01	3.27	(3.27)	(12.37)	(4.47)	(17.86)
Total shareholders' equity	6.01	19.44	1.73	6.57	0.53	2.11
Total liabilities and shareholders' equity	30.91	100.00	26.40	100.00	25.03	100.00

Source: financial statement as of 31 December 2016, 31 December 2017 and 31 December 2018 of OPP

Income Statement 2016 - 2018

	As of 31 December,					
	2016		2017		2018	
	THB million	%	THB million	%	THB million	%
Profit or loss:						
Revenues						
Revenue from services and sales	31.28	99.97	33.71	96.31	40.61	99.73
Other revenues	0.01	0.03	1.29	3.69	0.11	0.27
Total revenues	31.28	100.00	35.00	100.00	40.72	100.00
Expenses						
Cost of services and sales	22.73	72.65	20.34	58.12	24.01	58.96
Selling expenses	4.15	13.25	0.05	0.13	0.08	0.19
Administrative expenses	26.87	85.90	10.01	28.59	11.27	27.67
Total expenses	4.41	14.10	30.40	86.85	35.35	86.82
Profit before finance cost and income tax	(0.88)	(2.81)	4.60	13.15	5.37	13.18
Finance cost	3.53	11.29	-	-	-	-
Profit before income tax	(0.21)	(0.68)	4.60	13.15	5.37	13.18
Income tax	3.32	10.60	(0.93)	(2.65)	(1.08)	(2.65)
Profit for the period	31.28	99.97	3.67	10.50	4.29	10.54

Source: financial statement year ended 31 December 2016, 31 December 2017 and 31 December 2018 of OPP

8.8. Summary of Multi Sign Co., Ltd. (MTS)

8.8.1. General Company Information

MTS General Company Information

Items	Details
Name	Multi Sign Co., Ltd.
Address	34/13-14 Moo 10, Borromratchachonnane Road, Sala Thammasop, Thawi Watthana, Bangkok 10170
Telephone	+66 (0) 2441 1761-2
Facsimile	+66 (0) 2441 1763
Limited Company Registration No.	0105546117388
Website	www.multisign.co.th
Industry/Sector	Advertising
Business	Provide out-of-home advertising media across all provinces of Thailand

8.8.2. General MTS Information (Source: MTS financial statement)

Multi Sign Co., Ltd. is a limited company incorporated and domiciled in Thailand. Its parent company is Green Ad Co., Ltd, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. MTS is principally engaged in providing out-of-home advertising media.

8.8.3. Shareholder Structure of the Company

As of 29 June 2018, MTS had registered capital of 14,000,000.00 THB, paid-up capital of 14,000,000.00 THB consisting of 140,000 common shares with par value of 100.00 THB per share.

Top shareholders listed on the Shareholder Register as of the latest book closing date of 29 June 2018 was as follows:

MTS Shareholding Structure

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
1	Green Ad Co., Ltd	139,998	100.00
2	Miss Nunhayati Maero	1	0.00
3	Miss Rochana Trakoonkhoosri	1	0.00
	Total	140,000	100.00

Source: Business Online (BOL)

8.8.4. MTS Board of Directors

Board of Directors of MTS is as follows:

Board of Directors

Name	Position
Miss Nunhayati Maero	Director
Mr. Vichien Wuthidechachai	Director
Miss Chonlada Chanin	Director
Miss Rochana Trakoonkhoosri	Director

Source: Business Online (BOL)

8.8.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for 2016 - 2018 are as follows:

Summary of the financial position from 2016 - 2018

	As of 31 December,					
	2016		2017		2018	
	THB million	%	THB million	%	THB million	%
Assets						
Current assets						
Cash and cash equivalents	53.73	31.65	12.34	10.04	19.86	22.38
Trade and other receivables	38.53	22.70	52.99	43.10	13.53	15.24
Prepaid expenses	2.15	1.27	0.64	0.52	0.94	1.06
Current portion of prepaid rental of advertising space	33.11	19.50	26.65	21.68	27.49	30.98
Other current assets	3.36	1.98	2.54	2.07	1.23	1.38
Total current assets	130.88	77.09	95.17	77.41	63.04	71.04
Non-current assets						
Equipment	22.51	13.26	20.33	16.53	18.12	20.42
Intangible assets - computer software	0.06	0.03	0.04	0.03	0.60	0.67
Prepaid rental of advertising space, net of current portion	10.43	6.14	4.36	3.55	3.15	3.55
Other non-current assets	5.90	3.47	3.05	2.48	3.83	4.32
Total non-current assets	38.89	22.91	27.78	22.59	25.70	28.96
Total assets	169.77	100.00	122.95	100.00	88.74	100.00
Liabilities and shareholders' equity						
Current liabilities						
Trade and other payables	19.05	11.22	15.27	12.42%	13.94	15.70
Short-term loans from related parties	28.00	16.49	-	-	-	-
Income tax payable	2.37	1.40	-	-	0.13	0.15
Dividend payable	60.00	35.34	39.00	31.72	-	-
Other current liabilities	3.28	1.93	4.88	3.97	2.11	2.37
Total current liabilities	112.70	66.38	59.15	48.11	16.18	18.23
Non-current liabilities						
Provision for long-term employee benefits	1.72	1.01	1.32	1.07	1.31	1.48
Non-current liabilitiesอื่น	1.33	0.78	0.69	0.56	0.40	0.45
Total non-current liabilities	3.04	1.79	2.00	1.63	1.71	1.93
Total liabilities	115.74	68.18	61.16	49.74	17.89	20.16
Shareholders' equity						
Share capital						
140,000 ordinary shares of THB 100 each	14.00	8.25	14.00	11.39	14.00	15.78
Issued and fully paid-up						
140,000 ordinary shares of THB 100 each	14.00	8.25	14.00	11.39	14.00	15.78
Retained earnings						
Appropriated - statutory reserve	1.40	0.82	1.40	1.14	1.40	1.58
Unappropriated	38.63	22.75	46.39	37.73	55.45	62.49
Total shareholders' equity	54.03	31.82	61.79	50.26	70.85	79.84
Total liabilities and shareholders' equity	169.77	100.00	122.95	100.00	88.74	100.00

Source: financial statement as of 31 December 2016, 31 December 2017 and 31 December 2018 of MTS

Income Statement 2016 - 2018

	As of 31 December,					
	2016		2017		2018	
	THB million	%	THB million	%	THB million	%
Profit or loss:						
Revenues						
Revenue from services and sales	132.51	89.56	141.81	99.01	136.25	97.01
Other revenues	15.45	10.44	1.42	0.99	4.20	2.99
Total revenues	147.96	100.00	143.23	100.00	140.45	100.00
Expenses						
Costs of services and sales	55.82	37.73	91.19	63.67	85.87	61.14
Selling expenses	16.78	11.34	15.63	10.91	13.08	9.31
Administrative expenses	34.55	23.35	25.91	18.09	22.94	16.33
Total expenses	107.15	72.42	132.73	92.67	121.88	86.78
Profit before finance cost and income tax	40.81	27.58	10.50	7.33	18.56	13.22
Finance cost	(3.67)	(2.48)	(0.12)	(0.08)	(0.05)	(0.04)
Profit before income tax	37.14	25.10	10.38	7.25	18.51	13.18
Income tax	(9.06)	(6.12)	(2.61)	(1.83)	(3.85)	(2.74)
Profit for the period	28.09	18.98	7.77	5.42	14.66	10.44

Source: financial statement year ended 31 December 2016, 31 December 2017 and 31 December 2018 of MTS

8.9. Summary of Co-mass Co., Ltd. (COMASS)

8.9.1. General Company Information

COMASS General Company Information

Items	Details
Name	Co-mass Co., Ltd.
Address	1, Soi Ladprao 19, Ladprao Road, Chomphon, Chatuchak Bangkok 10900
Telephone	+66 (0) 2938 3388
Facsimile	+66 (0) 2938 3486-7
Limited Company Registration No.	0105541016206
Website	N/A
Industry/Sector	Advertising
Business	Provide out-of-home advertising media in both digital and static format. Comass's network is located in business areas of Bangkok and upcountry

8.9.2. General COMASS Information (Source: COMASS financial statement)

Co-mass Co., Ltd. is a limited company incorporated and domiciled in Thailand. Its parent company is Eye on Ads Co., Ltd, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. COMASS is principally engaged in providing out-of-home advertising media.

8.9.3. Shareholder Structure of the Company

As of 31 July 2019, COMASS had registered capital of 5,625,000.00 THB, paid-up capital of 5,625,000.00 THB consisting of 56,250 common shares with par value of 100.00 THB per share.

Top shareholders listed on the Shareholder Register as of the latest book closing date of 31 July 2019 was as follows:

COMASS Shareholding Structure

No.	Major Shareholders' Name	Shares Held	Holding Percentage (%)
1	Eye On Ads Co., Ltd.	56,248	100.00
2	Green Ad Co., Ltd	1	0.00
3	Multi Sign Co., Ltd.	1	0.00
	Total	56,250	100.00

Source: Business Online (BOL)

8.9.4. COMASS Board of Directors

Board of Directors of COMASS is as follows:

Board of Directors

Name	Position
Miss Nunhayati Maero	Director
Mr. Wichian Wuthidechachai	Director
Miss Chonlada Chanim	Director

Source: Business Online (BOL)

8.9.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for 2016 - 2018 are as follows:

Summary of the financial position from 2016 - 2018

	As of 31 December,					
	2016		2017		2018	
	THB million	%	THB million	%	THB million	%
Assets						
Current assets						
Cash and cash equivalents	13.52	12.63	23.77	25.45	37.24	41.62
Trade and other receivables	16.05	15.00	19.03	20.37	18.96	21.19
Prepaid expenses	14.90	13.92	14.19	15.19	12.84	14.35
Other current assets	0.34	0.32	0.63	0.67	0.09	0.11
Total current assets	44.82	41.87	57.60	61.68	69.14	77.27
Non-current assets						
Building and equipment	58.32	54.49	30.99	33.19	16.77	18.74
Other non-current assets	3.90	3.65	4.80	5.13	3.57	3.99
Total non-current assets	62.22	58.13	35.79	38.32	20.34	22.73
Total assets	107.04	100.00	93.39	100.00	89.48	100.00
Liabilities and shareholders' equity						
Current liabilities						
Trade and other payables	9.40	8.78	8.43	9.03	12.09	13.51
Short-term loans from other parties	10.00	9.34	-	-	-	-
Current portion of financial lease liabilities	1.29	1.21	-	-	-	-
Unearned revenue	5.38	5.03	2.55	2.73	1.38	1.54
Income tax payable	-	-	2.93	3.13	0.25	0.28
Other current liabilities	1.96	1.83	1.76	1.89	1.78	1.99
Total current liabilities	28.03	26.19	15.67	16.78	15.49	17.32
Non-current liabilities						
Financial lease liabilities – net of current portion	3.59	3.35	-	-	-	-
Provision for long-term employee benefits	2.28	2.13	0.06	0.07	0.09	0.11
Other non-current liabilities	1.87	1.75	0.64	0.69	0.63	0.71
Total non-current liabilities	7.74	7.23	0.70	0.75	0.73	0.81
Total liabilities	35.77	33.42	16.37	17.53	16.22	18.13
Shareholders' equity						
Share capital						
56,250 ordinary shares of THB 100 each	5.63	5.25	5.63	6.02	5.63	6.29
Issued and fully paid-up						
56,250 ordinary shares of THB 100 each	5.63	5.25	5.63	6.02	5.63	6.29
Share premium	14.38	13.43	14.38	15.39	14.38	16.07
Retained earnings						
Appropriated - statutory reserve	-	-	0.56	0.60	0.56	0.63
Unappropriated	51.27	47.90	56.46	60.45	52.69	58.89
Total shareholders' equity	71.27	66.58	77.02	82.47	73.26	81.87
Total liabilities and shareholders' equity	107.04	100.00	93.39	100.00	89.48	100.00

Source: financial statement as of 31 December 2016, 31 December 2017 and 31 December 2018 of COMASS

Income Statement 2016 - 2018

	As of 31 December,					
	2016		2017		2018	
	THB million	%	THB million	%	THB million	%
Profit or loss:						
Revenue						
Revenue from services	119.93	99.77	131.11	99.02	93.25	99.28
Other revenues	0.28	0.23	1.30	0.98	0.68	0.72
Total revenues	120.21	100.00	132.42	100.00	93.93	100.00
Expenses						
Cost of services	66.40	55.24	75.28	56.85	65.55	69.79
Selling expenses	14.13	11.76	5.01	3.78	4.86	5.17
Administrative expenses	30.08	25.02	22.19	16.76	9.12	9.71
Total expenses	110.61	92.02	102.47	77.39	79.53	84.67
Profit before finance cost and income tax	9.60	7.98	29.94	22.61	14.40	15.33
Finance cost	(1.38)	(1.15)	(0.96)	(0.73)	-	-
Profit before income tax	8.22	6.84	28.98	21.88	14.40	15.33
Income tax	(2.66)	(2.21)	(8.04)	(6.07)	(2.98)	(3.17)
Profit for the period	5.56	4.62	20.94	15.81	11.42	12.16

Source: financial statement year ended 31 December 2016, 31 December 2017 and 31 December 2018 of COMASS

8.10. Summary of MACO Outdoor Sdn. Bhd. (MOSB)

8.10.1. General Company Information

MOSB General Company Information

Items	Details
Name	Maco Outdoor Sdn. Bhd.
Address	No.52, 1 st Floor, Jalan SS 21/58 Taipan Damansara 47400 Petaling Jaya Selangor Malaysia
Telephone	N/A
Facsimile	N/A
Limited Company Registration No.	N/A
Website	N/A
Industry/Sector	N/A
Business	Holding Company in Malaysia

8.10.2. General MOSB Information (Source: MOSB financial statement)

Maco Outdoor Sdn. Bhd. is a limited company incorporated and domiciled in Malaysia. Its parent company is Master Ad Public Company Limited, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. MOSB is principally engaged in business as an investment holding company.

8.10.3. Shareholder Structure of the Company

As of 31 December 2018, MOSB had registered capital of 200,000.00 Ringgit, paid-up capital of 200,000.00 Ringgit consisting of 200,000 common share with par value of 1.00 Ringgit per share.

Top shareholders list as of 22 September 2019 was as follows:

MOSB Shareholding Structure

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
1	Master Ad Public Company Limited	200,000	100.00
	Total	200,000	100.00

Source: Companies Act 2016 Section 51 of MOSB

8.10.4. MOSB Board of Directors

Board of Directors of MOSB is as follows:

Board of Directors

Name	Position
Mr. Donovan Lim Yong Jie	Director
Mr. Lim Chee Min	Director
Mr. Phun Chong Kit	Director
Miss Tamonwan Narintavanich	Director

Source: financial statement year ended 31 December 2018 of MOSB

8.10.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for 2016 - 2018 are as follows:

Summary of the financial position from 2016 - 2018

	As of 31 December,					
	2016		2017		2018	
	MYR million	%	MYR million	%	MYR million	%
Assets						
Current assets						
Amount owing by associate	3.45	74.87	2.36	90.55	2.03	27.34
Amount owing by related company	-	-	-	-	5.00	67.51
Current tax asset	-	-	0.00	0.08	0.00	0.05
Cash at bank	0.96	20.78	0.04	1.70	0.18	2.39
Total current assets	4.40	95.66	2.41	92.33	7.21	97.30
Non-current assets						
Investments in associate	0.20	4.34	0.20	7.67	0.20	2.70
Total non-current assets	0.20	4.34	0.20	7.67	0.20	2.70
Total assets	4.60	100.00	2.61	100.00	7.41	100.00
Liabilities and shareholders' equity						
Current liabilities						
Other payables	0.01	0.25	0.03	1.11	0.01	0.10
Amount owing to holding company	4.43	96.15	2.47	94.87	7.67	103.57
Amount owing to a director	-	-	-	-	0.00	0.01
Taxation	0.03	0.63	-	-	-	-
Total liabilities	4.47	97.03	2.50	95.98	7.68	103.69
Shareholders' equity						
Share capital	0.20	4.34	0.20	7.67	0.20	2.70
Retained earnings (accumulated losses)	(0.06)	(1.38)	(0.10)	(3.65)	(0.47)	(6.39)
Total shareholders' equity	0.14	2.97	0.10	4.02	(0.27)	(3.69)
Total liabilities and shareholders' equity	4.60	100.00	2.61	100.00	7.41	100.00

Source: financial statement as of 31 December 2016, 31 December 2017 and 31 December 2018 of MOSB

Income Statement 2016 - 2018

	As of 31 December,					
	2016		2017		2018	
	MYR million	%	MYR million	%	MYR million	%
Profit or loss						
Other operating income	0.15	100.00	0.15	100.00	0.20	100.00
Other operating expenses	0.02	15.45	0.03	23.14	0.35	173.41
Profit before finance cost and income tax	0.12	84.55	0.11	76.86	(0.15)	(73.41)
Finance cost	(0.15)	(102.97)	(0.17)	(117.17)	(0.23)	(112.58)
Profit before income tax	(0.03)	(18.42)	(0.06)	(40.32)	(0.38)	(185.99)
Income tax	(0.03)	(19.93)	0.03	18.65	-	-
Profit for the period	(0.06)	(38.35)	(0.03)	(21.67)	(0.38)	(185.99)

Source: financial statement year ended 31 December 2016, 31 December 2017 and 31 December 2018 of MOSB

8.11. Summary of Eyeball Channel Snd. Bhd. (EYEBALL)

8.11.1. General Company Information

EYEBALL General Company Information

Items	Details
Name	Eyeball Channel Snd. Bhd.
Address	G-1-11, Jalan PJU 1A/3 Taipan Damansara 47301 Petaling Jaya Selangor Malaysia
Telephone	N/A
Facsimile	N/A
Limited Company Registration No.	N/A
Industry/Sector	N/A
Business	Provide out-of-home advertising media and production services in Malaysia

8.11.2. General EYEBALL Information (Source: EYEBALL financial statement)

Eyeball Channel Snd. Bhd. is a limited company incorporated and domiciled in Malaysia. Its parent company is Master Ad Public Company Limited, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. EYEBALL is principally engaged in the provision of outdoor media advertising services.

8.11.3. Shareholder Structure of the Company

As of 31 December 2018, EYEBALL had registered capital of 500,000.00 Ringgit, consisting of 500,000 common share with par value of 1 Ringgit per share.

Top shareholders list as of 21 October 2015 was as follows:

EYEBALL Shareholding Structure

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
1	Maco Outdoor Snd. Bhd.	199,999	40.00
2	Gaya Optimis Sdn. Bhd.	50,000	10.00
3	Lim Chee Seng	249,999	50.00
	Total	499,998	100.00

Source: Companies Act 1965 Section 54(1) of EYEBALL

8.11.4. EYEBALL Board of Directors

Board of Directors of EYEBALL is as follows:

Board of Directors

Name	Position
Mr. Lim Chee Seng	Director
Mr. Lim Chee Min.	Director
Ms. Suparanan Tanviruch	Director
Mr. Phun Chong Kit	Director

Source: financial statement year ended 31 December 2018 of EYEBALL and 2018 annual report of MACO

8.11.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for year 2016 - 2018 are as follows:

Summary of the financial position from 2016 - 2018

	As of 31 December,					
	2016		2017		2018	
	MYR million	%	MYR million	%	MYR million	%
Assets						
Current assets						
Trade receivables	0.11	1.19	0.51	7.04	0.42	6.28
Other receivables	4.04	45.78	4.31	58.97	3.05	45.28
Current tax asset	-	-	-	-	0.07	1.01
Cash at bank	3.00	33.99	0.59	8.07	0.52	7.64
Total current assets	7.15	80.97	5.41	74.08	4.06	60.21
Non-current assets						
Property, plant and equipment	1.68	19.03	1.89	25.92	2.68	39.79
Total non-current assets	1.68	19.03	1.89	25.92	2.68	39.79
Total assets	8.83	100.00	7.31	100.00	6.74	100.00
Liabilities and shareholders' equity						
Current liabilities						
Trade payables	0.04	0.50	0.05	0.63	0.08	1.14
Other payables	0.09	1.00	0.30	4.11	0.42	6.26
Amounts owing to shareholders	4.31	48.78	2.95	40.39	2.53	37.55
Amount owing to a director	4.31	48.78	2.95	40.39	2.53	37.55
Current tax liability	-	-	0.11	1.44	-	-
Total current liabilities	8.75	99.05	6.35	86.96	5.56	82.49
Non-current liabilities						
Deferred tax liabilities	-	-	0.02	0.29	-	-
Total non-current liabilities	-	-	0.02	0.29	-	-
Total liabilities	8.75	99.05	6.38	87.25	5.56	82.49
Shareholders' equity						
Share capital	0.50	5.66	0.50	6.84	0.50	7.42
Retained earnings (accumulated losses)	(0.42)	(4.72)	0.43	5.91	0.68	10.09
Total shareholders' equity	0.08	0.95	0.93	12.75	1.18	17.51
Total liabilities and shareholders' equity	8.83	100.00	7.31	100.00	6.74	100.00

Source: financial statement as of 31 December 2016, 31 December 2017 and 31 December 2018 of EYEBALL

Income Statement 2016 - 2018

	As of 31 December,					
	2016		2017		2018	
	MYR million	%	MYR million	%	MYR million	%
Profit or loss:						
Revenues						
Revenues from sales and services	1.34	90.78	3.13	86.09	4.50	100.00
Other revenues	0.14	9.22	0.51	13.91	-	-
Total revenues	1.48	100.00	3.64	100.00	4.50	100.00

	As of 31 December,					
	2016		2017		2018	
	MYR million	%	MYR million	%	MYR million	%
Expenses						
Direct costs	1.19	80.66	1.84	50.46	2.57	57.16
Other operating expenses	0.27	18.05	0.46	12.67	1.30	28.90
Administrative expenses	0.00	0.06	0.00	0.03	0.00	0.05
Total expenses	1.46	98.78	2.30	63.16	3.87	86.10
Profit before finance cost and income tax	0.02	1.22	1.34	36.84	0.62	13.90
Finance cost	(0.37)	(25.25)	(0.37)	(10.07)	(0.26)	(5.83)
Profit before income tax	(0.35)	(24.02)	0.97	26.77	0.36	8.07
Income tax	-	-	(0.13)	(3.46)	(0.11)	(2.53)
Profit for the period	(0.35)	(24.02)	0.85	23.31	0.25	5.54

Source: financial statement year ended 31 December 2016, 31 December 2017 and 31 December 2018 of EYEBALL

8.12. Summary of Trans.Ad Solution Co., Ltd (TRAT)

8.12.1. General Company Information

TRAT General Company Information

Items	Details
Name	Trans.Ad Solution Co., Ltd
Address	349, SJ Infinite One Business Complex, Vibhavadi Rangsit Road, Chatuchak, hatuchak, Bangkok 10900
Telephone	-
Facsimile	-
Limited Company Registration No.	0105557066224
Website	N/A
Industry/Sector	IT consultants and other services
Business	Integrated service provider for multimedia display system, such as LED monitors, including media content controlling and managing systems, linkage for installation of data command and collection systems as well as closed circuit television systems, design and develop application for indoor map and Bluetooth transmitter system for advertisement

8.12.2. General TRAT Information (Source: TRAT financial statement)

Trans.Ad Solution Co., Ltd is a limited company incorporated and domiciled in Thailand. Its main business is to provide advice and other advertising services including selling and installing computer system equipment, operating system, network system, closed circuit television system, television receivers, LCD monitors and other innovations.

8.12.3. Shareholder Structure of the Company

As of 23 July 2562, TRAT had registered capital of 49,046,400.00 THB, paid-up capital of 49,046,400.00 THB consisting of 490,464 common shares with par value of 100.00 THB per share.

Top shareholders listed on the Shareholder Register as of the latest book closing date of 23 July 2019 was as follows:

TRAT Shareholding Structure

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
1	Eye On Ads Co., Ltd.	400,464	81.65
2	Mr. Suphap Wongchinda	58,500	11.93
3	Mr. Wei Sam Lam	27,000	5.50
4	Mr. Yongyos Engchuan	4,500	0.92
	Total	490,464	100.00

Source: Business Online (BOL)

8.12.4. TRAT Board of Directors

Board of Directors of TRAT is as follows:

Board of Directors

Name	Position
Mr. Woei Saem Laem	Director
Mr. Phun Chong Kit	Director
Miss Tamonwan Narintavanich	Director

Source: Business Online (BOL)

8.12.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for year 2017 - 2019 are as follows:

Summary of the financial position as of 31 March 2017 – 31 March 2019

	31 March 2017		31 March 2018		31 March 2019	
	THB million	%	THB million	%	THB million	%
Assets						
Current assets						
Cash and cash equivalents	12.44	7.28	73.18	38.42	86.11	12.34
Trade and other receivables	43.71	25.59	30.61	16.07	115.34	16.53
Short-term loans and accrued interest	-	-	9.00	4.73	39.43	5.65
Unpaid revenue	64.81	37.94	24.83	13.04	39.47	5.66
Work in process	44.74	26.19	35.76	18.78	16.24	2.33
Advance payment for subcontracts and goods	0.51	0.30	6.46	3.39	7.89	1.13
Other current assets	0.67	0.39	1.81	0.95	1.58	0.23
Total current assets	166.87	97.69	181.65	95.38	306.07	43.87
Non-current assets						
Long-term deposits with financial institutions	1.00	0.59	1.01	0.53	1.03	0.15
Investments in subsidiaries	-	-	-	-	382.40	54.81
Improvement for rental building, vehicles and equipment	2.14	1.25	2.89	1.52	2.24	0.32
Intangible assets	0.29	0.17	0.22	0.11	0.13	0.02
Deferred income tax assets	-	-	0.40	0.21	0.40	0.06
Deposit	0.51	0.30	4.28	2.25	5.34	0.77
Total non-current assets	3.94	2.31	8.80	4.62	391.54	56.13
Total assets	170.81	100.00	190.45	100.00	697.62	100.00
Liabilities and shareholders' equity						
Current liabilities						
Short-term loans from financial institutions	-	-	-	-	38.95	5.58
Trade and other payables	20.05	11.74	73.93	38.82	49.55	7.10
Short-term loans from other parties	65.94	38.60	-	-	-	-
Current portion of financial lease	0.05	0.03	0.04	0.02	-	-
Accrued work cost	28.77	16.84	44.28	23.25	83.87	12.02
Unearned income	20.45	11.97	6.43	3.38	44.03	6.31
Income tax payable	0.42	0.25	1.03	0.54	7.04	1.01
Other current liabilities	2.86	1.67	2.89	1.52	5.23	0.75
Total current liabilities	138.54	81.11	128.61	67.53	228.67	32.78

	31 March 2017		31 March 2018		31 March 2019	
	THB million	%	THB million	%	THB million	%
Non-current liabilities						
Liabilities under hire-purchase agreements	0.04	0.02	-	-	-	-
Long-term provision	2.00	1.17	2.00	1.05	2.00	0.29
Total non-current liabilities	2.04	1.20	2.00	1.05	2.00	0.29
Total liabilities	140.58	82.30	130.61	68.58	230.68	33.07
Shareholders' equity						
Share capital						
490,464 ordinary shares of THB 100 each	30.00	17.56	30.00	15.75	49.05	7.03
Issued and fully paid-up						
490,464 ordinary shares of THB 100 each	9.00	5.27	9.00	4.73	49.05	7.03
Share premium	-	-	-	-	347.95	49.88
Retained earnings						
Appropriated - statutory reserve	0.92	0.54	1.56	0.82	3.00	0.43
Unappropriated	20.31	11.89	49.28	25.87	66.94	9.60
Total shareholders' equity	30.23	17.70	59.84	31.42	466.94	66.93
Total liabilities and shareholders' equity	170.81	100.00	190.45	100.00	697.62	100.00

Source: financial statement as of 31 March 2017, 31 March 2018 and 31 March 2019 of TRAT

Income Statement 2017 – 2019

	31 March 2017		31 March 2018		31 March 2019	
	THB million	%	THB million	%	THB million	%
Profit or loss:						
Revenues						
Revenue from services and sales	217.59	99.67	436.67	99.73	561.92	99.46
Other revenues	0.71	0.33	1.17	0.27	3.07	0.54
Total revenues	218.31	100.00	437.84	100.00	564.99	100.00
Expenses						
Cost of services and sales	183.78	84.18	371.92	84.94	448.29	79.35
Administrative expenses	15.95	7.31	18.94	4.33	28.49	5.04
Loss from currency translation	-	-	0.25	0.06	1.06	0.19
Total expenses	199.73	91.49	391.11	89.33	477.85	84.58
Profit before finance cost and income tax	18.58	8.51	46.73	10.67	87.14	15.42
Finance cost	(2.46)	(1.12)	(1.02)	(0.23)	(0.47)	(0.08)
Profit before income tax	16.12	7.38	45.71	10.44	86.67	15.34
Income tax	(3.31)	(1.52)	(9.20)	(2.10)	(17.57)	(3.11)
Profit for the period	12.81	5.87	36.51	8.34	69.10	12.23

Source: financial statement year ended 31 March 2017, 31 March 2018 and 31 March 2019 of TRAT

8.13. Summary of Trans Ad Malaysia Sdn. Bhd. (TRAM)

8.13.1. General Company Information

TRAM General Company Information

Items	Details
Name	Trans Ad Malaysia Sdn. Bhd.
Address	Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia
Telephone	N/A
Facsimile	N/A
Limited Company Registration No.	N/A
Website	N/A
Industry/Sector	N/A
Business	Provide service of designing and installation of Multimedia Display System such as LED screens including the content control system and media management, together with the installation of connection system for commanding and record via internet and CCTV System. Design and create the application for indoor map and Bluetooth transmission for advertisement.

8.13.2. TRAM General Information (Source: TRAM financial statement)

Trans Ad Malaysia Sdn. Bhd. is a limited company incorporated and domiciled in Malaysia. Its parent company is Master Ad Public Company Limited, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. TRAM is principally engaged in the business of digital advertising equipment leasing and support services.

8.13.3. Shareholder Structure of the Company

As of 31 March 2019, TRAM had registered capital of 500,000.00 Ringgit, paid-up capital of 500,000.00 Ringgit consisting of 500,000 common shares with par value of 1.00 Ringgit per share.

Top shareholders list as of 25 January 2019 was as follows:

TRAM Shareholding Structure

No.	Major Shareholders' Name	Shares Held	Holding Percentage (%)
1	Trans.Ad Solutions Co., Ltd.	500,000	100.00
	Total	500,000	100.00

Source: Companies Act 2016 Section 51

8.13.4. TRAM Board of Directors

Board of Directors of TRAM is as follows:

Board of Directors

Name	Position
Lam Weng Sam	Director
Ong Peng Woon	Director
Miss Tamonwan Narintavanich	Director

Source: financial statement of TRAM

8.13.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for year 2019 is as follows:

Summary of the financial position as of 31 March 2019

	31 March 2019	
	MYR million	%
Assets		
Current assets		
Other receivables, deposits and prepayments	0.20	3.86
Amount owing by related companies	0.23	4.56
Cash and bank balances	1.23	24.05
Total current assets	1.66	32.47
Non-current assets		
Property and equipment	3.45	67.53
Total non-current assets	3.45	67.53
Total assets	5.11	100.00
Liabilities and shareholders' equity		
Current liabilities		
Trade payable	0.00	0.03
Other payable and accruals	0.02	0.49
Amount owing to immediate holding company	5.06	99.16
Amount owing to related companies	0.13	2.64
Total current liabilities	5.22	102.31
Total liabilities	5.22	102.31
Shareholders' equity		
Share capital	0.50	9.79
Accumulated loss	(0.62)	(12.11)
Total shareholders' equity	(0.12)	(2.31)
Total liabilities and shareholders' equity	5.11	100.00

Source: financial statement as of 31 March 2019 of TRAM

Income Statement from 9 July 2018 – 31 March 2019

	9 July 2018 – 31 March 2019	
	MYR million	%
Profit or loss:		
Revenue		
Revenue from services and sales	0.27	98.91
Other revenues	0.00	1.09
Total revenues	0.27	100.00
Expenses		
Cost of services and sales	0.01	1.92
Administrative expenses	0.57	211.15
Other expense	0.15	54.07
Total expenses	0.73	267.15
Profit before finance cost and income tax	(0.45)	(167.15)
Finance cost	(0.16)	(60.51)
Profit before income tax	(0.62)	(227.66)
Income tax	-	-
Profit for the period	(0.62)	(227.66)

Source: financial statement from 9 July 2019 - 31 March 2019 of TRAM

8.14. Summary of Roctec Technology Limited (ROC)

8.14.1. General Company Information

ROC General Company Information

Items	Details
Name	Roctec Technology Limited
Address	Room 1502-4, Kodak House II, 321 Java Road, North Point, Hong Kong Island, Hong Kong
Telephone	N/A
Facsimile	N/A
Limited Company Registration No.	N/A
Website	N/A
Industry/Sector	Hardware, storage technology and peripherals
Business	Provision of system integration services, trading, installing and maintenance services in relation to system related equipment and hardware by focusing on controlling system, networking and display system covering various industries such as mass transit system, government organizations, educational institutions, and financial institution

8.14.2. ROC General Information (Source: ROC financial statement)

Roctec Technology Limited is a limited company incorporated and domiciled in Hong Kong. Its parent company is Master Ad Public Company Limited, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. ROC is principally engaged in the provision of total solution for systems integration service, the trading of networking related equipment and hardware, the provision of maintenance services, and investment holding.

8.14.3. Shareholder Structure of the Company

As of 31 March 2018, ROC had registered capital of 21,510,000.00 Hong Kong dollar, paid-up capital of paid-up capital of 21,510,000.00 Hong Kong dollar consisting of 1,995,525 common shares.

Top shareholders list as of 24 November 2018 was as follows:

ROC Shareholding Structure

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
1	Lee Che Tat	29,933	1.50
2	Chui Wai Wah	29,933	1.50
3	Chan Shi Wing	19,955	1.00
4	Kam Yuk Lun	79,820	4.00
5	Law Man Kin	39,910	2.00
6	Trans.Ad Solutions Co., Ltd	1,776,018	89.00
7	Hui Ming Na	19,956	1.00
	Total	1,995,525	100.00

Source: Form NAR 1 of ROC

8.14.4. ROC Board of Directors

Board of Directors of ROC is as follows:

Board of Directors

Name	Position
Lam Weng Sam	Director
Chan Kin Tak	Director
Miss Tamonwan Narintavanich	Director

Source: financial statement of ROC

8.14.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for 2017 - 2019 are as follows:

Summary of the financial position as of 31 March 2017 – 31 March 2019

	31 March 2017		31 March 2018		31 March 2019	
	HK\$ million	%	HK\$ million	%	HK\$ million	%
Assets						
Current assets						
Inventories	4.25	2.52	6.80	3.94	3.07	1.69
Systems integration contracts	41.69	24.70	35.07	20.30	-	-
Trade receivables	42.70	25.30	67.96	39.33	56.81	31.36
Contract assets	-	-	-	-	25.85	14.27
Prepayments, deposits and other receivables	6.06	3.59	12.47	7.21	13.08	7.22
Tax recoverable	0.17	0.10	0.58	0.33	-	-
Pledged time deposits	-	-	-	-	13.68	7.55
Cash and cash equivalents	72.58	43.00	48.65	28.16	67.43	37.22
Total current assets	167.46	99.20	171.52	99.28	179.91	99.31
Non-current assets						
Property, plant and equipment	1.35	0.80	1.24	0.72	1.24	0.69
Total non-current assets	1.35	0.80	1.24	0.72	1.24	0.69
Total assets	168.81	100.00	172.77	100.00	181.15	100.00
Liabilities and shareholders' equity						
Current liabilities						
Systems integration contracts	57.12	33.84	67.34	38.98	-	-
Trade payables	23.17	13.73	23.24	13.45	32.64	18.02
Other payables and accruals	24.19	14.33	52.21	30.22	100.51	55.48
Tax payable	-	-	-	-	1.27	0.70
Due to a related company	0.02	0.01	0.02	0.01	-	-
Due to directors	0.05	0.03	-	-	-	-
Dividend payable	17.96	10.64	5.03	2.91	17.16	9.47
Total current liabilities	122.50	72.57	147.84	85.57	151.58	83.67
Total liabilities	122.50	72.57	147.84	85.57	151.58	83.67
Shareholders' equity						
Share capital	21.51	12.74	21.51	12.45	21.51	11.87
Reserves	24.79	14.69	3.42	1.98	8.06	4.45
Total shareholders' equity	46.30	27.43	24.93	14.43	29.57	16.33

	31 March 2017		31 March 2018		31 March 2019	
	HK\$ million	%	HK\$ million	%	HK\$ million	%
Total liabilities and shareholders' equity	168.81	100.00	172.77	100.00	181.15	100.00

Source: financial statement as of 31 March 2017, 31 March 2018 and 31 March 2019 of ROC

Income Statement 2017 – 2019

	31 March 2017		31 March 2018		31 March 2019	
	HK\$ million	%	HK\$ million	%	HK\$ million	%
Profit or loss:						
Revenues						
Revenues from sales	283.11	99.69	280.21	99.78	286.58	99.91
Other revenues	0.87	0.31	0.63	0.22	0.26	0.09
Total revenues	283.98	100.00	280.83	100.00	286.84	100.00
Expenses						
Cost of sales	223.73	78.78	222.98	79.40	220.68	76.94
Selling expenses and distribution expenses	9.35	3.29	9.23	3.29	10.59	3.69
Administrative expenses	24.39	8.59	25.32	9.02	28.22	9.84
Total expenses	257.47	90.66	257.54	91.71	259.49	90.47
Profit before finance cost and income tax	26.51	9.34	23.29	8.29	27.34	9.53
Finance cost	-	-	-	-	-	-
Profit before income tax	26.51	9.34	23.29	8.29	27.34	9.53
Income tax	(4.34)	(1.53)	(3.77)	(1.34)	(4.92)	(1.72)
Profit for the period	22.17	7.81	19.52	6.95	22.42	7.82

Source: financial statement year ended 31 March 2017, 31 March 2018 and 31 March 2019 of ROC

8.15. Summary of Parkway Technology Limited

8.15.1. General Company Information

Parkway General Company Information

Items	Details
Name	Parkway Technology Limited
Address	Room 1502-4, Kodak House II, 321 Java Road, North Point, Hong Kong Island, Hong Kong
Telephone	N/A
Facsimile	N/A
Limited Company Registration No.	N/A
Website	N/A
Industry/Sector	N/A
Business	Information Technology Services (However, Parkway Tec currently does not operation any business.)

8.16. Summary of Winbliss System Co., Ltd (WINB)

8.16.1. General Company Information

WINB General Company Information

Items	Details
Name	Winbliss System Co., Ltd
Address	21 Wangdek 1 A, 8th Floor, Soi Yasooob 1, Viphavadee-rangsit Road, Chomphon, Chatuchak, Bangkok
Telephone	N/A
Facsimile	N/A
Limited Company Registration No.	0105548149180
Website	N/A
Industry/Sector	N/A
Business	Provision of total solutions for system integration services, maintenance services, and trading of networking related equipment and hardware

8.16.2. WINB General Information (Source: WINB financial statement)

Winbliss System Co., Ltd is a limited company incorporated and domiciled in Thailand. Its parent company is Master Ad Public Company Limited, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. WINB is principally engaged in selling computer programs and computer-related products of all kinds including system development, service, installation, maintenance.

8.16.3. Shareholder Structure of the Company

As of 31 July 2019, WINB had registered capital of 2,000,000.00 THB, paid-up capital of 2,000,000.00 THB consisting of 200,000 common shares with par value of 10.00 THB per share.

Top shareholders listed on the Shareholder Register as of the latest book closing date of 31 July 2019 was as follows:

WINB Shareholding Structure

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
1	Trans.Ad Solutions Company Limited	102,000	51.00
2	Rocktech Technology Limited	97,999	49.00
3	Park Way Technology Limited	1	0.00
	Total	200,000	100.00

Source: Business Online (BOL)

8.16.4. WINB Board of Directors

Board of Directors of WINB is as follows:

Board of Directors

Name	Position
Mr. Woei Saem Laem	Director
Miss Tamonwan Narintavanich	Director

Source: Business Online (BOL)

8.16.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for 2017 – 2019 are as follows:

Summary of the financial position as of 31 March 2017 – 31 March 2019

	31 March 2017		31 March 2018		31 March 2019	
	THB million	%	THB million	%	THB million	%
Assets						
Current assets						
Cash and cash equivalents	1.20	6.72	2.53	5.62	2.76	6.82
Trade and other receivables	8.05	45.25	22.31	49.63	18.82	46.53
Inventories	0.15	0.85	10.63	23.65	8.70	21.49
Total current assets	9.39	52.82	35.47	78.89	30.28	74.85
Non-current assets						
Property, plant and equipment - net	1.17	6.57	1.18	2.63	1.55	3.83
Deposit	0.45	2.50	0.50	1.10	0.55	1.35
Other non-current assets	6.78	38.11	7.81	17.37	8.08	19.97
Total non-current assets	8.39	47.18	9.49	21.11	10.17	25.15
Total assets	17.78	100.00	44.96	100.00	40.45	100.00
Liabilities and shareholders' equity						
Current liabilities						
Bank overdrafts from financial institutions	0.36	2.02	0.07	0.16	0.00	0.00
Trade and other payables	11.14	62.66	16.19	36.01	14.69	36.32
Unearned revenue	2.57	14.47	21.15	47.05	15.69	38.78
Total current liabilities	14.08	79.16	37.41	83.21	30.38	75.11
Total liabilities	14.08	79.16	37.41	83.21	30.38	75.11
Shareholders' equity						
Share capital						
98,000 ordinary shares of THB 10 each	0.98	5.51	0.98	2.18	0.98	2.42
102,000 ordinary shares of THB 10 each	1.02	5.74	1.02	2.27	1.02	2.52

	31 March 2017		31 March 2018		31 March 2019	
	THB million	%	THB million	%	THB million	%
Issued and fully paid-up						
98,000 ordinary shares of THB 10 each	0.98	5.51	0.98	2.18	0.98	2.42
102,000 ordinary shares of THB 10 each	1.02	5.74	1.02	2.27	1.02	2.52
Retained earnings	1.71	9.60	5.55	12.34	8.07	19.95
Total shareholders' equity	3.71	20.84	7.55	16.79	10.07	24.89
Total liabilities and shareholders' equity	17.78	100.00	44.96	100.00	40.45	100.00

Source: financial statement as of 31 March 2017, 31 March 2018 and 31 March 2019 of WIN

Income Statement 2017 – 2019

	March 31, 2017		March 31, 2018		March 31, 2019	
	THB million	%	THB million	%	THB million	%
Profit or loss:						
Revenues						
Revenue from sales and services	36.38	99.94	39.26	99.95	48.55	99.15
Other revenues	0.02	0.06	0.02	0.05	0.42	0.85
Total revenues	36.41	100.00	39.28	100.00	48.97	100.00
Expenses						
Cost of sales and services	19.76	54.27	14.37	36.59	24.55	50.13
Selling expenses	1.21	3.32	1.63	4.14	1.54	3.15
Administrative expenses	15.61	42.89	18.31	46.62	19.57	39.96
Total expenses	36.58	100.48	34.31	87.35	45.66	93.24
Profit before finance cost and income tax	(0.18)	(0.48)	4.97	12.65	3.31	6.76
Finance cost	-	-	-	-	-	-
Profit before income tax	(0.18)	(0.48)	4.97	12.65	3.31	6.76
Income tax	(0.11)	(0.30)	(1.13)	(2.87)	(0.78)	(1.60)
Profit for the period	(0.28)	(0.78)	3.84	9.77	2.52	5.15

Source: financial statement year ended 31 March 2017, 31 March 2018 and 31 March 2019 of WIN

8.17. Summary of Gold Star Group Company Limited (GSG)

8.17.1. General Company Information

GSG General Company Information

Items	Details
Name	Gold Star Group Company Limited
Address	33,35 Soi Inthamara 40, Ratchadaphisek, Din Daeng, Bangkok
Telephone	N/A
Facsimile	N/A
Limited Company Registration No.	0105561130365
Website	N/A
Industry/Sector	Advertising
Business	Design, produce and produce made to order of all types of printing media and/or advertising media

8.17.2. General GSG Information (Source: GSG financial statement)

Gold Star Group Company Limited is a limited company incorporated and domiciled in Thailand. Its parent company is Master Ad Public Company Limited, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. GSG is principally engaged in providing design and produce printing media and advertising media.

8.17.3. Shareholder Structure of the Company

As of 30 April 2019, GSG had registered capital of 50,000,000.00 THB, paid-up capital of 50,000,000.00 THB consisting of 5,000,000 common shares with par value of 10.00 THB per share.

Top shareholders listed on the Shareholder Register as of the latest book closing date of 30 April 2019 was as follows:

GSG Shareholding Structure

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
1	Green Ad Co., Ltd	2,999,999	60.00
2	Mr. Witong Tantagunninat	2,000,000	40.00
3	Eye On Ads Co., Ltd.	1	0.00
	Total	5,000,000	100.00

Source: Business Online (BOL)

8.17.4. GSG Board of Directors

Board of Directors of GSG is as follows:

Board of Directors

Name	Position
Mr. Witong Tantagunninat	Director
Mr. Thoedkiat Wangweermit	Director
Mr. Yanit Thiphakorn	Director

Source: Business Online (BOL)

8.17.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for 2018 is as follows:

Summary of the financial position as of 31 December 2018

	31 December 2018	
	THB million	%
Assets		
Current assets		
Cash and cash equivalents	0.67	0.86
Trade and other receivables	22.14	28.66
Inventories	1.72	2.23
Other current assets	4.40	5.70
Total current assets	28.94	37.46
Non-current assets		
Deposit at bank pledged as collateral	0.50	0.65
Leasehold improvements and equipment	46.20	59.82
Intangible assets	0.23	0.30
Other non-current assets	1.37	1.78
Total non-current assets	48.31	62.54
Total assets	77.24	100.00
Liabilities and shareholders' equity		
Current liabilities		
Trade and other payables	19.58	25.35
Short-term loans	10.00	12.95
Other current liabilities	1.13	1.47
Total current liabilities	30.72	39.77
Non-current liabilities		
Provision for long-term employee benefits	2.29	2.97
Total non-current liabilities	2.29	2.97
Total liabilities	33.01	42.74
Shareholders' equity		
Share capital		
5,000,000 ordinary shares of THB 10 each	50.00	64.73
Issued and fully paid-up		
5,000,000 ordinary shares of THB 10 each	50.00	64.73
Accumulated loss - Unappropriated	(5.77)	(7.47)
Total shareholders' equity	44.23	57.26
Total liabilities and shareholders' equity	77.24	100.00

Source: financial statement as of 31 December 2018 of GSG

Income Statement from 1 August 2018 - 31 December 2018

	1 August 2018 – 31 December 2018	
	THB million	%
Profit or loss:		
Revenue		
Revenues from production of print media and advertising media	26.90	99.98
Interest	0.00	0.01
Other revenues	0.00	0.00
Total revenues	26.91	100.00

	1 August 2018 – 31 December 2018	
	THB million	%
Expenses		
Cost of production and service	22.08	82.06
Selling expenses	1.06	3.93
Administrative expenses	9.48	35.24
Total expenses	32.62	121.23
Profit before finance cost and income tax	(5.71)	(21.23)
Finance cost	(0.06)	(0.21)
Profit before income tax	(5.77)	(21.44)
Income tax	-	-
Profit for the period	(5.77)	(21.44)

Source: financial statement from 1 August 2018 – 31 December 2018 of GSG

8.18. Summary of VGI Global Media (Malaysia) Sdn. Bhd. (VGM)

8.18.1. General Company Information

VGM General Company Information

Items	Details
Name	VGI Global Media (Malaysia) Sdn. Bhd.
Address	Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia
Telephone	N/A
Facsimile	N/A
Limited Company Registration No.	N/A
Website	N/A
Industry/Sector	โฆษณา
Business	Investment in other company securities (Holding Company)

8.18.2. General VGM Information (Source: VGM financial statement)

VGI Global Media (Malaysia) Sdn. Bhd. is a limited company incorporated and domiciled in Malaysia. Its parent company is Master Ad Public Company Limited, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. VGM is principally engaged in providing advertising media and investment in securities of other companies.

8.18.3. Shareholder Structure of the Company

As of 31 March 2018, VGM had registered capital of 29,154,173.00 Ringgit, paid-up capital of 29,154,173.00 Ringgit consisting of 32,175,437 common shares.

Top shareholders as of 10 December 2018 was as follows:

VGM Shareholding Structure

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
1	Master Ad Public Company Limited	24,131,578	75.00
2	VGI Global Media Public Company Limited	8,043,859	25.00
	Total	32,175,437	100.00

Source: Companies Act 2016 Section 51 of VGM

8.18.4. VGM Board of Directors

Board of Directors of VGM is as follows:

Board of Directors

Name	Position
Chan Kin Tak	Director
Marut Arthakaivalvatee	Director
One Peng Woon	Director
Mr. Phun Chong Kit	Director
Miss Tamonwan Narintavanich	Director

Source: financial statement of VGM and 2018 annual report of MACO

8.18.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for 2018 is as follows:

Summary of the financial position as of 31 March 2018

	31 March 2018	
	MYR million	%
Assets		
Current assets		
Other receivables, deposits and prepayments	2.02	6.78
Amount owing by an associate	2.88	9.66
Amount owing by a related party	1.42	4.76
Cash and cash equivalents	7.98	26.73
Total current assets	14.31	47.93
Non-current assets		
Investment in an associate	13.15	44.07
Equipment	2.39	7.99
Total non-current assets	15.54	52.07
Total assets	29.85	100.00
Liabilities and shareholders' equity		
Current liabilities		
Other payables and accruals	0.55	1.83
Amount owing to immediate holding company	2.98	9.97
Total current liabilities	3.52	11.80
Total liabilities	3.52	11.80
Shareholders' equity		
Share capital	29.15	97.68
Accumulated losses	(2.83)	(9.48)
Total shareholders' equity	26.32	88.20
Total liabilities and shareholders' equity	29.85	100.00

Source: financial statement as of 31 March 2018 of VGM

Income Statement from 26 January 2017 – 31 March 2018

	26 January 2017 – 31 March 2018	
	MYR million	%
Profit or loss:		
Revenue		
Other revenues	0.69	100.00
Total revenues	0.69	100.00
Expenses		
Administrative expenses	3.36	487.02
Other expenses	0.13	18.26
Total expenses	3.49	505.27
Profit before finance cost and income tax	(2.80)	(405.27)
Finance cost	(0.03)	(4.36)
Profit before income tax	(2.83)	(409.64)
Income tax	-	-
Profit for the period	(2.83)	(409.64)

Source: financial statement from 26 January 2017 – 31 March 2018 of VGM

8.19. Summary of Puncak Berlian Sdn. Bhd. (PBSB)

8.19.1. General Company Information

PBSB General Company Information

Items	Details
Name	Puncak Berlian Sdn. Bhd.
Address	Unit C508 Block C, Kelana Square, Jalan SS7/26 Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
Telephone	N/A
Facsimile	N/A
Limited Company Registration No.	N/A
Website	N/A
Industry/Sector	N/A
Business	Investment in other company shares (Holding Company)

8.19.2. General PBSB Information (Source: PBSB financial statement)

Puncak Berlian Sdn. Bhd. is a limited company incorporated and domiciled in Malaysia. Its parent company is Master Ad Public Company Limited, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. PBSB is principally engaged as an investment holding company.

8.19.3. Shareholder Structure of the Company

As of 31 May 2018, PBSB had registered capital of 17,125,105.00 Ringgit, paid-up capital of 17,125,105.00 Ringgit consisting of 17,125,105 common shares.

Top shareholders as of 1 November 2018 was as follows:

PBSB Shareholding Structure

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
1	VGI Global Media (Malaysia) Sdn. Bhd.	4,281,277	25.00
2	OMG Live Limited	856,255	5.00
3	Redberry Sdn. Bhd.	11,987,572	70.00
4	Ancom Berhad	1	0.00
	Total	17,125,105	100.00

Source: Companies Act 2016 Section 51 of PBSB

8.19.4. PBSB Board of Directors

Board of Directors of PBSB is as follows:

Board of Directors

Name	Position
Datuk Wong Sai Wan	Director
Dato' Siew Ka Wei	Director
Mr. Phun Chong Kit	Director
Stephane Sylvain Alphonse Taib	Director
Tan Sri Mohamed AL Amin Abdul Majid	Director

Source: financial statement of PBSB

8.19.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for 2017 - 2018 are as follows:

Summary of the financial position from as of 31 May 2017 – 31 May 2018

	31 May 2017		31 May 2018	
	MYR million	%	MYR million	%
Assets				
Current assets				
Trade and other receivables	4.90	21.80	15.01	52.40
Cash and bank balances	0.00	0.01	0.01	0.02
Total current assets	4.90	21.82	15.01	52.42
Non-current assets				
Investments in subsidiaries	17.58	78.18	9.51	33.21
Other investment	-	-	4.12	14.37
Total non-current assets	17.58	78.18	13.63	47.58
Total assets	22.48	100.00	28.64	100.00
Liabilities and shareholders' equity				
Current liabilities				
Other payables	5.30	23.56	21.59	75.37
Total current liabilities	5.30	23.56	21.59	75.37
Total liabilities	5.30	23.56	21.59	75.37
Shareholders' equity				
Share capital	17.13	76.18	17.13	59.80
Retained earnings (accumulated losses)	0.06	0.26	(10.07)	(35.17)
Total shareholders' equity	17.18	76.44	7.05	24.63
Total liabilities and shareholders' equity	22.48	100.00	28.64	100.00

Source: financial statement as of 31 May 2017 and 31 May 2018 of PBSB

Income Statement 2017 – 2018

	31 May 2017		31 May 2018	
	MYR million	%	MYR million	%
Profit or loss:				
Revenues				
Revenue	-	-	-	-
Total revenues	-	-	-	-
Expenses				
Administrative expenses	0.01	N/A	0.04	N/A
Other operating expenses	-	N/A	10.09	N/A
Total expenses	0.01	N/A	10.13	N/A
Profit before finance cost and income tax	(0.01)	N/A	(10.13)	N/A
Finance cost	-	N/A	-	-
Profit before income tax	(0.01)	N/A	(10.13)	N/A
Income tax	-	-	-	-
Profit for the period	(0.01)	N/A	(10.13)	N/A

Source: financial statement year ended 31 May 2018 and 31 May 2018 of PBSB

8.20. Summary of Meru Utama Sdn. Bhd.

8.20.1. General Company Information

MUSB General Company Information

Items	Details
Name	Meru Utama Sdn. Bhd.
Address	8 th floor, Menara Manulife No.6, Jalan Gelenggang Damansara Heights 50490 Kuala Lumpur W.P. Kuala Lumpur Malaysia
Telephone	N/A
Facsimile	N/A
Limited Company Registration No.	N/A
Website	N/A
Industry/Sector	N/A
Business	Advertising media in Kuala Lumpur International Airport

8.20.2. General MUSB Information (Source: MUSB financial statement)

Meru Utama Sdn. Bhd. is a limited company incorporated and domiciled in Malaysia. Its parent company is Master Ad Public Company Limited, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. MUSB is principally engaged as general traders and rental of media space at airports, baggage trolleys and signages.

8.20.3. Shareholder Structure of the Company

As of 25 May 2018, MUSB had registered capital of 1,100,000.00 Ringgit, paid-up capital of 1,100,000.00 Ringgit consisting of 1,100,000 common shares.

Top shareholders as of 25 May 2018 was as follows:

MUSB Shareholding Structure

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
1	Puncak Berlian Sdn. Bhd.	822,900	74.81
2	VGI Global Media (Malaysia) Sdn. Bhd.	276,100	25.10
3	Ancom Overseas Ventures Sdn. Bhd.	1,000	0.09
	Total	1,100,000	100.00

Source: Companies Act 2016 Section 51 of MUSB

8.20.4. MUSB Board of Directors

Board of Directors of MUSB is as follows:

Board of Directors

Name	Position
Dato' Siew Ka Wei	Director
Sabli bin Sibil	Director
Mr. Phun Chong Kit	Director
Stephane Sylvain Alphonse Taib	Director

Name	Position
Tho Tuck Woh	Director

Source: financial statement of MUSB

8.20.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for 2017 - 2018 are as follows:

Summary of the financial position as of 31 May 2017 and 31 May 2018

	31 May 2017		31 May 2018	
	MYR million	%	MYR million	%
Assets				
Current assets				
Trade and other receivables	26.52	63.74	20.99	54.24
Current tax asset	0.47	1.14	1.02	2.65
Cash and bank balances	5.66	13.59	5.43	14.02
Total current assets	32.65	78.48	27.44	70.91
Non-current assets				
Property, plant and equipment	8.37	20.12	10.67	27.58
Intangible assets	0.00	0.01	0.00	0.01
Deferred tax asset	0.58	1.40	0.58	1.50
Total non-current assets	8.95	21.52	11.26	29.09
Total assets	41.60	100.00	38.69	100.00
Liabilities and shareholders' equity				
Current liabilities				
Trade and other payables	20.67	49.69	33.48	86.53
Borrowings	6.29	15.13	3.78	9.77
Total current liabilities	26.97	64.82	37.26	96.30
Non-current liabilities				
Borrowings	0.06	0.14	0.06	0.16
Total non-current liabilities	0.06	0.14	0.06	0.16
Total liabilities	27.03	64.97	37.32	96.46
Shareholders' equity				
Share capital	1.10	2.64	1.10	2.84
Reserve	13.48	32.39	0.27	0.70
Total shareholders' equity	14.58	35.03	1.37	3.54
Total liabilities and shareholders' equity	41.60	100.00	38.69	100.00

Source: financial statement as of 31 May 2017 and 31 May 2018 of MUSB

Income Statement 2017 – 2018

	31 May 2017		31 May 2018	
	MYR million	%	MYR million	%
Profit or loss:				
Revenues				
Revenue	46.05	99.06	44.23	99.26
Other operating revenue	0.44	0.94	0.33	0.74
Total revenues	46.49	100.00	44.56	100.00
Expenses				
Cost of sales	39.34	84.62	50.96	114.36

	31 May 2017		31 May 2018	
	MYR million	%	MYR million	%
Distribution costs	0.21	0.45	0.21	0.4
Administrative expenses	4.44	9.55	4.48	10.04
Other operating expenses	0.41	0.88	1.63	3.66
Total expenses	44.40	95.50	57.27	128.52
Profit before finance cost and income tax	2.09	4.50	(12.71)	(28.52)
Finance cost	(0.74)	(1.59)	(0.77)	(1.72)
Profit before income tax	1.36	2.91	(13.48)	(30.25)
Income tax	(0.33)	(0.72)	0.27	0.61
Profit for the period	1.02	2.20	(13.20)	(29.63)

Source: financial statement year ended 31 May 2017 and 31 May 2018 of MUSB

8.21. Summary of Titanium Compass Sdn. Bhd. (TCSB)

8.21.1. General Company Information

TCSB General Company Information

Items	Details
Name	Titanium Compass Sdn. Bhd.
Address	Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia
Telephone	N/A
Facsimile	N/A
Limited Company Registration No.	N/A
Website	N/A
Industry/Sector	N/A
Business	Advertisement on public transport, MRT and SBK line

8.21.2. General TCSB Information (Source: TCSB financial statement)

Titanium Compass Sdn. Bhd. is a limited company incorporated and domiciled in Malaysia. Its parent company is Master Ad Public Company Limited, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. TCSB is principally engaged as digital advertising contractors and agents to acquire and provide digital advertising media, time and space in connection with the digital general advertising and publicity businesses.

8.21.3. Shareholder Structure of the Company

As of 22 April 2018, TCSB had registered capital of 1,000,000.00 Ringgit, paid-up capital of 1,000,000.00 Ringgit consisting of 1,000,000 common shares with par value of 1.00 Ringgit per share.

Top shareholders listed as of 22 April 2018 was as follows:

TCSB Shareholding Structure

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
1	Puncak Berlian Sdn. Bhd.	510,000	51.00
2	VGI Global Media Public Company Limited	190,000	19.00
3	Ikatan Asli Sdn. Bhd.	100,000	10.00
4	Utusan Airtime Sdn. Bhd.	200,000	20.00
	Total	1,000,000	100.00

Source: Companies Act 2016 Section 68 of TCSB

8.21.4. TCSB Board of Directors

Board of Directors of TCSB is as follows:

Board of Directors

Name	Position
Datuk Wong Sai Wan	Director
Ahmad Razif Bin Mohamed	Director
Chotchawal Leetrairong	Director

Name	Position
Md Azar Bin Ismail	Director
Mohd Azni Bin Md Azar	Director
Mohd Yazid Bin Ahmad	Director
Stephane Sylvain Alphonse Taib	Director
Mr. Phun Chong Kit	Director
Tho Tuck Who	Director
Lee Cheun Wei	Director

Source: financial statement of TCSB

8.21.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for 2017 – 2018 are as follows:

Summary of the financial position as of 31 May 2017 and 31 May 2018

	31 May 2017		31 May 2018	
	MYR million	%	MYR million	%
Assets				
Current assets				
Trade and other receivables	0.72	49.13	6.72	76.58
Cash and bank balances	0.64	44.23	0.37	4.23
Total current assets	1.36	93.36	7.09	80.81
Non-current assets				
Property, plant and equipment	0.09	6.34	1.68	19.10
Intangible assets	0.00	0.30	0.01	0.09
Total non-current assets	0.10	6.64	1.68	19.19
Total assets	1.46	100.00	8.77	100.00
Liabilities and shareholders' equity				
Current liabilities				
Trade and other payables	1.93	132.70	9.63	109.78
Total current liabilities	1.93	132.70	9.63	109.78
Total liabilities	1.93	132.70	9.63	109.78
Shareholders' equity				
Share capital	1.00	68.58	1.00	11.40
Accumulated losses	(1.48)	(101.28)	(1.86)	(21.18)
Total shareholders' equity	(0.48)	(32.70)	(0.86)	(9.78)
Total liabilities and shareholders' equity	1.46	100.00	8.77	100.00

Source: financial statement as of 31 May 2017 and 31 May 2018 of TCSB

Income Statement 2017 – 2018

	31 May 2017		31 May 2018	
	MYR million	%	MYR million	%
Profit or loss:				
Revenues				
Revenue	0.15	92.31	10.00	99.88
Other operating revenue	0.01	7.69	0.01	0.12

	31 May 2017		31 May 2018	
	MYR million	%	MYR million	%
Total revenues	0.16	100.00	10.02	100.00
Expenses				
Cost of sales	1.08	682.76	6.28	62.73
Distribution costs	0.13	82.38	1.04	10.36
Administrative expenses	0.42	265.98	3.07	30.63
Total expenses	1.63	1,031.12	10.39	103.72
Profit before finance cost and income tax	(1.47)	(931.12)	(0.37)	(3.72)
Finance cost	(0.01)	(5.92)	(0.01)	(0.09)
Profit before income tax	(1.48)	(937.05)	(0.38)	(3.80)
Income tax	-	-	-	-
Profit for the period	(1.48)	(937.05)	(0.38)	(3.80)

Source: financial statement year ended 31 May 2017 and 31 May 2018 of TCSB

8.22. Summary of PT Avabanindo Pekasa (AVA)

8.22.1. General Company Information

AVA General Company Information

Items	Details
Name	PT Avabanindo Pekasa
Address	Menara Imperium 19 th Floor, Metropolitan Kuningan Super Blok Kav No. 1, J1 HR Rasuna Said, Jakarta 12890 Indonesia
Telephone	N/A
Facsimile	N/A
Limited Company Registration No.	N/A
Website	N/A
Industry/Sector	N/A
Business	Advertisement on MRT Indonesia

8.22.2. General AVA Information (Source: AVA financial statement)

PT Avabanindo Pekasa is a limited company incorporated and domiciled in Indonesia. Its parent company is Master Ad Public Company Limited, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. AVA is principally engaged in trading, audio visual and advertisement for outdoor advertisement.

8.22.3. Shareholder Structure of the Company

As of 31 December 2018, AVA had registered capital of 18,391,500,000.00 Rupiah, paid-up capital of 18,391,500,000.00 Rupiah consisting of 80,000 common shares.

Top shareholder listed as of 26 April 2019 was as follows:

AVA Shareholding Structure

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
1	PT Mahaka Visual Integra	26,000	32.50
2	PT Alternative Digital Media Group	26,000	32.50
3	Puncak Berlian Sdn. Bhd.	20,000	25.00
4	VGI Global Media Sdn. Bhd.	8,000	10.00
	Total	80,000	100.00

Source: Akta Perubahan Perusahaan book of AVA

8.22.4. AVA Board of Directors

Board of Directors of AVA is as follows:

Board of Directors

Name	Position
Tuan Agoosh Yoosran	Chairman Of The Board of Directors
Tuan Adrian Syarkawi	Director
Tuan Muhamad Abdul Ghofir	Director
Nyonya Urip Lestari	Director

Source: Akta Perubahan Perusahaan book of AVA

8.22.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for 2018 is follows:

Summary of the financial position as of 31 December 2018

	31 December 2018	
	Rp million	%
Assets		
Current assets		
Cash and cash equivalents	14,521.57	22.09
Other current financial assets	61.50	0.09
Prepaid tax and expense	877.76	1.34
Total current assets	15,460.84	23.52
Non-current assets		
Advances	49,040.98	74.60
Fixed assets – net of accumulated depreciation	1,084.58	1.65
Deferred tax asset	123.02	0.19
Other non-current assets	28.00	0.04
Total non-current assets	50,276.58	76.48
Total assets	65,737.41	100.00
Liabilities and shareholders' equity		
Current liabilities		
Accrued expenses	169.73	0.26
Taxed payable	110.67	0.17
Total current liabilities	280.41	0.43
Non-current liabilities		
Due to related parties	29,149.93	44.34
Post employment benefit liabilities	492.06	0.75
Total non-current liabilities	29,641.99	45.09
Total liabilities	29,922.39	45.52
Shareholders' equity		
Share capital	40,000.00	60.85
Accumulated losses	(4,184.98)	(6.37)
Total shareholders' equity	35,815.02	54.48
Total liabilities and shareholders' equity	65,737.41	100.00

Source: financial statement as of 31 December 2018 of AVA

Income Statement 2018

	31 December 2018	
	Rp million	%
Profit or loss:		
Revenues		
Revenue	-	-
Finance income	6.59	100.00
Total revenues	6.59	100.00
Expenses		
Operating expenses	4,280.48	64,911.99
Total expenses	4,280.48	64,911.99

	31 December 2018	
	Rp million	%
Profit before finance cost and income tax	(4,273.88)	(64,811.99)
Finance cost	(48.85)	(740.78)
Profit before income tax	(4,322.73)	(65,552.77)
Income tax	126.70	1,921.40
Profit for the period	(4,196.03)	(63,631.37)

Source: financial statement year ended 31 December 2018 of AVA

8.23. Summary of VGI MACO (Singapore) (VGI MACO)

8.23.1. General Company Information

VGI MACO General Company Information

Items	Details
Name	VGI MACO (Singapore)
Address	50 Raffles Place #17-01 Singapore Land Tower Singapore C048623
Telephone	N/A
Facsimile	N/A
Limited Company Registration No.	N/A
Website	N/A
Industry/Sector	N/A
Business	Investment in advertising media business in ASEAN

8.23.2. General VGI MACO Information (Source: VGI MACO financial statement)

VGI MACO (Singapore) is a limited company incorporated and domiciled in Singapore. Its parent company is Master Ad Public Company Limited, which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited. VGI MACO is principally engaged in investment in advertising media business in ASEAN.

8.23.3. Shareholder Structure of the Company

As of 26 April 2019, VGI MACO had registered capital of 6,000,000.00 THB consisting of 100 common shares.

Top shareholders listed as of 26 April 2019 was as follows:

VGI MACO Shareholding Structure

No.	Major Shareholders' Name	Shares Held (shares)	Holding Percentage (%)
1	Master Ad Public Company Limited	75	75.00
2	VGI Global Media Public Company Limited	25	25.00
	Total	100	100.00

Source: Accounting and corporate regulatory authority (ACRA) document of of VGI MACO

8.23.4. VGI MACO Board of Directors

Board of Directors of VGI MACO is as follows:

Board of Directors

Name	Position
Miss Tamonwan Narintavanich	Director
Mr. Chotchawan Leetrirong	Director
Poon Chiong Kit	Director
Aw Ee Tuan	Director

Source: Accounting and corporate regulatory authority (ACRA) document of of VGI MACO

8.23.5. Summary of financial position and operating performance

Summary of the financial position and operating performance for 2018 is as follows:

Summary of the financial position as of 31 December 2018

	31 December 2018	
	THB million	%
Assets		
Current assets		
Cash and cash equivalents	0.0024	100.00
Total current assets	0.0024	100.00
Total assets	0.0024	100.00
Liabilities and shareholders' equity		
Current liabilities		
Trade and other payables	0.69	28,607.39
Total current liabilities	0.69	28,607.39
Total liabilities	0.69	28,607.39
Shareholders' equity		
Share capital		
4,095,211,875 ordinary shares of THB 0.1 each		
Issued and fully paid-up		
3,438,910,366 ordinary shares (2016: 3,342,969,500 ordinary shares) of 0.1 each	0.0024	100.00
Retained earnings (accumulated losses)		0.00
Appropriated - statutory reserve		0.00
Unappropriated	(0.69)	(28,607.39)
Total shareholders' equity	(0.69)	(28,507.39)
Total liabilities and shareholders' equity	0.0024	100.00

Source: management account as of 31 December 2018 of VGI MACO

Income Statement 2018

	31 December 2018	
	THB million	%
Profit or loss:		
Revenues		
Revenue	-	-
Total revenues	-	-
Expenses		
Administrative expenses	0.69	N/A
Total expenses	0.69	N/A
Profit before finance cost and income tax	(0.69)	N/A
Finance cost	-	N/A
Profit before income tax	(0.69)	N/A
Income tax	-	N/A
Profit for the period	(0.69)	N/A

Source: management account year ended 31 December 2018 of VGI MACO

8.24. Industry Overview

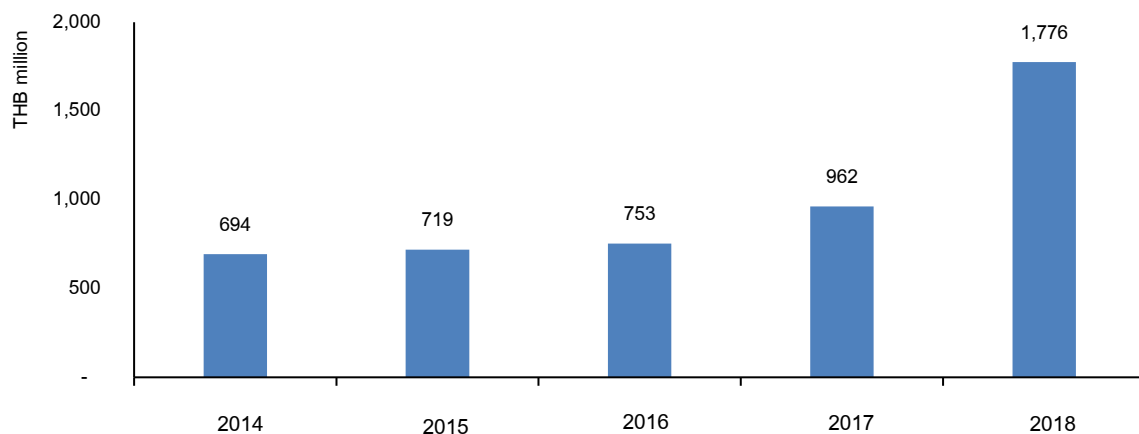
Company status and competitiveness

Master Ad Public Company Limited was established in 1988 and in 2003 the company was listed on the Stock Exchange of Thailand.

The Company has continuously grown its total revenue almost every year according to the expansion of the stock exchange with its highest total revenue in 2018 when the Company succeeded in expanding the digital advertising network nationwide by changing the still image media of 35 billboards to digital screens and strengthening the foundation for the Company by investing in the TRAT, VGM and GSG groups, all of which have resulted in the Company being able to generate the best results since operating the business. The Company's operations in 2018 have increased profits by 12.60 percent from 2017.

In the second Quarter of 2019, the Company had service income of THB 690.00 million, an increase of 161.50 percent from the same period last year, which comprised income from billboard and other services of THB 150.00 million, revenue from street furniture and digital of THB 111.00 million and revenue from integrated system services of THB 428.00 million. This increase was result of the consolidation of the financial statements of TRAT and ROC, or collectively, the "TRAT Group" in August 2018.

Total Income of the Company



Competitiveness

After operating its business for over 30 years, the Company has developed a system, expanded customer base and increased competitiveness in various areas as follows:

Finding locations with potential to install advertising media

Good and suitable advertising media location is an important factor for customers' decision to use the service. The Company therefore places great emphasis and effort on the selection process in determining the

installation location. The Company has a team to assess the suitability of current locations and find new areas with potential, as well as recruiting companies with expertise, conducting extensive research on the density of communities in each area, both in terms of population and traffic, and counting eyeball statistics at each point to ensure the quality of every installation point. By the company's installation point With distribution throughout various target groups whether in the heart of Bangkok such as under the BTS, under the elevated road on both sides of the elevated expressway, Motorway area heading to Suvarnabhumi International Airport and roads connecting to various provinces. In addition, the Company is also expanding the installation of billboard media to the suburbs and in other provinces because of the expansion of urban communities and the distribution of communities. Such expansion will lead to the growth of the billboard media business. The Company currently has advertising media installation points in upcountry areas, especially in provinces that are important business or tourist destinations such as Chiang Mai, Phuket, Chon Buri, etc. which have received good response from customers.

Changing media formats from static billboards to digital signage

In the midst of traffic congestion and slow moving vehicles, especially in the heart of Bangkok and the economic districts of large cities, static billboards in the above areas will be improved to be digital signage to support the presentation of media with a variety of content and increased creativity, resulting in a dramatic increase in media awareness from the target audience. In addition, digital advertising media is also convenient for customers to change, edit, or add information quickly and easily.

Use of technology to increase the efficiency of existing advertising media

Smartphones are one of the key variables that change today's lifestyle and currently play a huge role in the advertising media industry. MACO is aware of the direction of advertising media in the future and see opportunities that are conducive to the out-of-home advertising business. In collaboration with key partners like VGI and the Rabbit Group, MACO is able to use the ability to analyze group data. Goals include a user database, analysis and creation of more effective marketing campaigns, as well as developing the ability to accurately measure results. At present, the Company has introduced various technologies used to enable existing advertising media to connect online media such as Beacon technology and Geofencing to create interactive connections between the media and the target audience.

Expanding media networks in foreign markets

From past experience, the advertising media industry in Thailand has not been able to respond to the increasing potential of the Company. MACO therefore is looking for an area to expand its media network to neighboring countries. By adopting VGI's out-of-home media business model in Malaysia for the first time by managing media under a long-term concession and being the only one with rights in mobile media space on MRT SBK line and media in Kuala Lumpur International Airport. In the near future, MACO's media network

expansion plan is still ongoing in Indonesia and neighboring countries to promote MACO's media coverage in all areas and becoming a leader in the ASEAN region.

Mindful of the quality of its work and providing impressive services as well as building good relationships with customers

The Company recognizes that quality work will create goodwill and trust with customers and render continuous return customers. Therefore, it attaches importance to the quality of its work, with its affiliated companies responsible for the production of advertising images and content so that it can control the quality of works closely. For some work which the Company has hired other companies to produce, the Company has an advertisement production department to monitor the quality of the work, both in terms of color, style and format in accordance with the requirements of customers.

In addition to providing quality service, fast and in line with the contracts made with customers, the Company continues to focus on building good relationships with customers to impress and provide a warm friendly feeling to its customers. The Company is also prepared to create good activities and organize events in order to strengthen good relations with customers to reinforce the brand and create customer loyalty.

Collaborating with partners who have experience in business

Working with counterparts who have experience in business has allowed the Company to learn more about the latest technology and ways to efficiently conduct business. At present, the Company has business cooperation with such leading companies as follows:

1) VGI Global Media Public Company Limited (VGI) has stepped in to become the largest shareholder of the Company since 2016, with current total shareholding of 1,306 million shares, representing 31.70 percent of the total shares of the Company. VGI is considered a leader in the out-of-home advertising media business which has a media network covering 5 major areas consisting of 1) advertising media in public transportation systems 2) advertising media in office buildings 3) outdoor advertising media (through the management of MACO) 4) advertising media in airports and 5) product demonstrations. In addition, VGI entered the digital services business through a merger with the Rabbit Group after MACO merged with VGI. The two companies jointly formulated various business strategies and share their experience in conducting business. Over the past 2-3 years, MACO and VGI have initiated cooperation between companies in many areas, for example 1) MACO has appointed VGI to act as a distributor for street furniture advertising for the company since 2015; 2) MACO and VGI have jointly devised strategies for both the organization and operation level, and 3) MACO and VGI exchanged knowledge on sales and marketing.

Moreover, MACO also has a partner in the Rabbit Group which is one of the subsidiary companies of VGI. The Rabbit Group is an offline service provider and online large platform with a database of over 4.00 million people and the ability to analyze data to help support sales, production and media planning to meet the needs

of customers. MACO, VGI Rabbit and other affiliated companies have jointly developed the offering of Bundle Package advertising media, combining offline and online media. MACO's advertising media is included in the package, which helps the company to sell more media and has a higher usage rate.

2) Collaboration with Jupiter Smart Technology, an investment partner, to install the ibeacon signaling test system from the pillar area under BTS to link the O2O (Offline to Online) to the smartphone of the Company's media's audience. The target customers are people who live in the capital along the BTS skytrain lines. The Company expects to benefit from the use of the target database via the application linked to ibeacon for the benefit of advertisers in direct marketing communication with the target audience.

3) Clear Channel International Co., Ltd. is a leader in out-of-home advertising from the U.K., generating the exchange of diverse ideas in the production of advertising media in various formats.

4) Inkjet Images (Malaysia) Company Limited has created a technology exchange on the printing of large advertising images that can support both indoor and outdoor printing.

Emphasis on corporate governance

The Company values and operates according to the principles and guidelines of good corporate governance in 5 ways, which are set by the Stock Exchange of Thailand, which are 1) the rights of the shareholders 2) the equitable treatment of shareholders 3) the consideration of the roles of stakeholders 4) information disclosure and transparency and 5) responsibilities of directors which, according to the Corporate Governance Report of Thai Listed Companies conducted by the Thai Institute of Directors, the Company was evaluated in the level of "very good" since 2006, continuously to 2016, which shows the importance the Company attaches to corporate governance that will help the Company to achieve steady and sustainable growth.

Having quality staff

The Company believes that having high potential and quality employees will be the most important mechanism for the organization to grow steadily and firmly. The Company therefore focuses on continuous development of human resources in order to raise the level and increase the capability of employees in all aspects, whether skills, knowledge, and ability to work, including promoting a positive attitude to create a culture of working together creatively. The Company uses various methods to appropriately develop qualified personnel which is an important part of promoting quality, potential and efficiencies as well as the ability to fully utilize their knowledge and skills, in helping to increase the organization's competitiveness which can be divided into training and development for new personnel and training and development for existing personnel.

Overview of the advertising media industry in Thailand in 2019

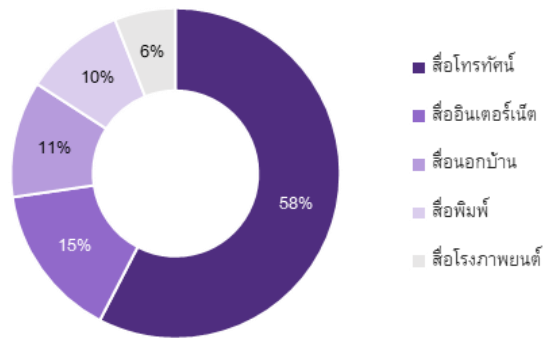
According to the 2018 Industry Update report prepared by the Media Agency Association of Thailand (MAAT) on 25 April 2019, media usage in 2018 grew from the previous year by 5.00 percent per year as earlier

forecasted and media inflation has increased by around 4.00 percent per year. It also recommends that entrepreneurs deal with changes in consumer behavior that will be a challenging for the media and advertising industry in future.

When considering the budget for media usage in the past year of 2018, it was found that advertising media grew by 5.00 percent per year, with internet and online media showing the largest growth of 34.00 percent, followed by In-Store media growing at 16.00 percent per year, out-of-home media at 6.00 percent per year and movie media growth of 4.00 percent per year,

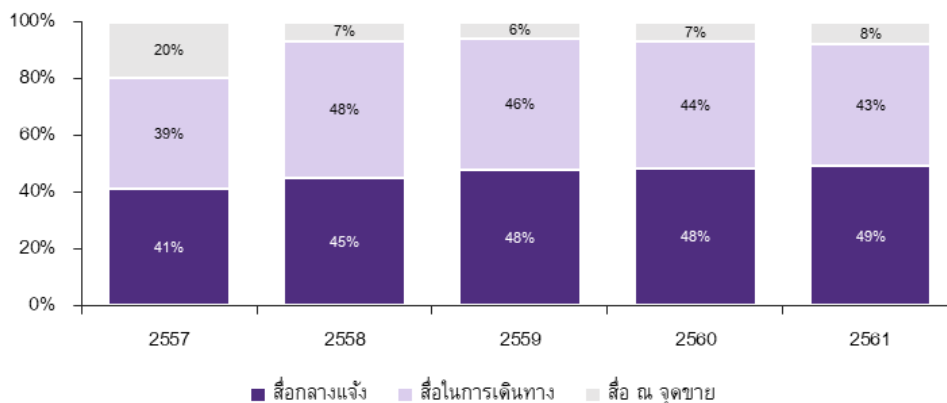
In 2018, out-of-home (OOH) had a market share of approximately 11.00 percent, behind television media and internet media at 58.00 percent and 15.00 percent respectively. OOH has increased every year from 2015 to 2018, with the main components being outdoor media which has the highest proportion of OOH media group 49.00 percent in 2018.

Market Share of Advertising Media Industry in 2018



Source: Nielsen Media Research

Market Share of Out-of-Home Media in 2014 - 2018



Mr. Rattakon Suebsuk, Vice President of the Media Agency Association of Thailand (MAAT), predicted that the use of advertising media in 2019 will not be adjusted compared to the previous year because of the

decreased media budget in the first Quarter due to the political situation while waiting for the announcement of the election results which impacted on investors' confidence and public spending. In addition, there were other factors such as advertising price adjustments at the beginning of the year and the return of digital TV concessions, but it was still believed that after the beginning of the year 2019, investment and consumer spending will return to normal conditions, which will definitely affect the advertising media industry.

MAAT predicted that the industry is likely to grow in 2019 including 16.00 percent increase in internet media and 10.00 increase in transit media, and forecast that the trend that will decline in 2019 for media such as magazines that contracted the most, in the highest percentage at 25.00 percent, followed by newspapers which contracted 20.00 percent, outdoor media contracted by 2.00 percent, radio media contracted by 5.00 percent and out-of-home media sales contracted by 2.00 percent. The emphasis was on changing consumer behavior being responsible for such trend. Although in the first Quarter of 2019, the overall media usage has decreased but this doesn't mean consumers will also see less of the media because at present software developers have developed digital media to meet the needs of consumers perfectly.

Estimated Media Usage in 2018 - 2019

	2018			2019 ¹		
	THB million	Percentage	% Changes	THB million	Percentage	% Changes
Television	68,400.00	59.00	4.00	68,100.00	58.00	0.00
Radio	4,600.00	4.00	3.00	4,370.00	4.00	(5.00)
Newspaper	6,100.00	5.00	(21.00)	4,880.00	4.00	(20.00)
Magazine	1,300.00	1.00	(34.00)	975.00	1.00	(25.00)
Theater	7,100.00	6.00	4.00	6,319.00	5.00	(11.00)
Outdoor	6,800.00	6.00	6.00	6,664.00	6.00	(2.00)
Travelling	5,900.00	5.00	0.00	6,490.00	6.00	10.00
Point of Sell	1,100.00	1.00	16.00	1,100.00	1.00	0.00
Internet	15,348.00	13.00	34.00	17,863.00	15.00	16.00
Total	116,648.00	100.00	5.00	116,761.00	100.00	0.00

Source: Nielson Media Research

Remark: ¹ Estimated amount

MATT has estimated Media Inflation, with the out-of-home media increasing every year since 2016, increasing by 6.00 percent, then in 2017 and 2018 by 10.00 percent per year from the estimation of media fee growth out-of-home media is expected to increase by approximately 10.00 percent, and this year's growth should be the same as last year.

Media Inflation in 2016 - 2018

Unit: Percentage	2016	2017	2018	2019 ¹
Television	5.00	6.00	7.00	4.00
Printing Ad	0.00	0.00	0.00	0.00
Radio	0.00	0.00	0.00	0.00
Theater	0.00	0.00	0.00	0.00
Outdoor	6.00	10.00	10.00	10.00

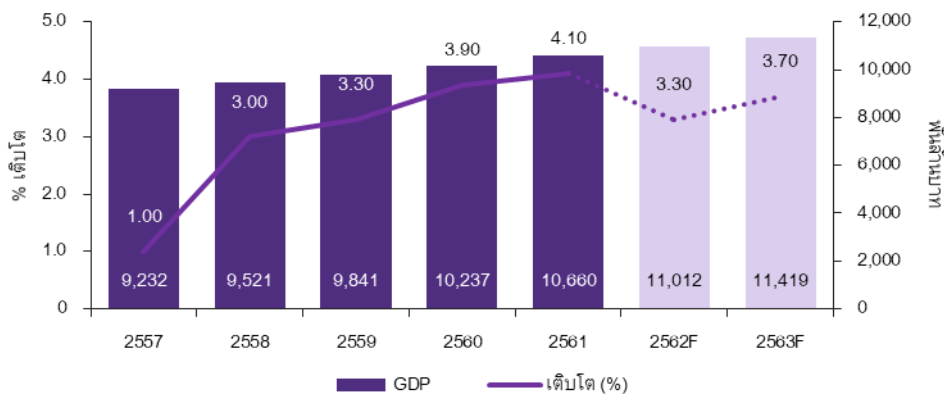
Source: Nielson Media Research

Remark: ¹ Estimated amount

From the statement of the Marketing Association of Thailand (MAT), there is a view that at this time we have entered an era in which technology has advanced and become more intelligent than ever, and is considered an era of machine learning and artificial intelligence that leads us to live in a full digital age. This change of lifestyle directly affects all marketers and business owners. The emergence of reality marketing in online platforms allow marketers to use these technologies to create experiences and relationships between brands and consumers which is important in creating distinguishing differences between products, including the analysis of digital data to understand the behavior of individual consumers. Therefore, the future media usage budget tends to increase in the internet media than other media in the advertising media industry.

One of the factors that should promote positive support for the advertising industry next year is Gross Domestic Product (GDP). In 2016 to 2018, Thailand's GDP increased by 3.30 percent, 3.90 percent, and 4.10 percent respectively, and in 2019 it is expected that the GDP growth rate will drop to 3.30 percent and will increase to 3.70 percent in 2020 as a result of increased budget use, private consumption and the recovery of the tourism industry which recovered from Chinese and Indian tourists in September.

Gross Domestic Product in 2014 - 2020



Source: Bank of Thailand

However, in June Krungsri Research Department of the Bank of Ayudhya is still concerned over the economic slowdown in the second half of 2019, thereby lowering the growth rate of the Thai economy (GDP) to 3.20 percent. Therefore, it will reduce the estimated growth of Thai economy (GDP) at the beginning of the year with a high possibility that GDP will not be as expected due to both domestic and international factors, resulting in consumer spending and consumer confidence to decline. This is the main reason that media spending and media inflation are more likely to fall below the consensus of the MAAT.

Thailand's economic condition in 2019 and outlook in 2020

Economic and Business Research Center (EIC) of Siam Commercial Bank has revised the Thai economy forecasts for 2019 to be reduced down to 2.8 percent from the previous estimate of 3.0 percent, mainly due to the prolonged trade war, with the latter not only concentrated on industrial production, international trade and investment but also began to cause the service sector to slow down as well. In addition, the risk of a technical

recession is likely to increase, especially in countries where the economy relies heavily on international trade such as Germany, Hong Kong and Singapore. Due to the economic slowdown and higher downside risk, the central banks around the world start to use a loose monetary policy to support the economic slowdown. This include many countries that are capable of using fiscal policy space also introduced fiscal measures to stimulate the economy as well.

From the above factors, EIC estimates that the global economy is likely to slow down continuously and when combined with the appreciation of the Thai THB when compared to the currency of trading partners and competitors, will cause the export sector and tourist spending in the form of THB to be affected. Therefore, EIC has reduced the estimated growth rate of export value to decrease 2.5 percent while the tourism sector, although the number of tourists is still estimated at 40.1 million, the average cost per head of tourists has been reduced due to the appreciation of Thai THB.

As for the domestic demand, signals of a slowdown in private spending are more obvious, especially housing sales in the real estate sector and car sales that reduced in accordance with the weak economy as reflected by the reduction of employment, especially in the industrial sector, tourism and agricultural stagnant and declining in consumers' confidence. This include the cautiousness in credit granting by financial institutions due to signs of lower credit quality and tighter credit supervision measures.

As for the government's economic stimulus measures announced in August, EIC estimates that it will help support non-durable goods spending for the rest of the year 2019. However, the delay in passing the fiscal law for year 2020 will affect government capital investment in new projects.

In 2020, EIC expects the Thai economy to expand at 2.8 percent, in line with the global economic slowdown and the household debt which will pressure domestic purchasing power. Low risk from the effects of the prolonged trade war and the risk of recession in many countries is still the main factor causing the global economic recovery to remain unstable. Therefore, EIC estimates that the recovery of Thai exports will be slow, expanding by 0.2 percent. As for the domestic demand sector, EIC expects private investment to slow down slightly from the year 2019, as the demand for exports is still unclear, combined with private construction in the real estate sector that is affected by the LTV measures. Additionally, private consumption has also slowed down due to many factors including high household debt and the caution in granting credit to financial institutions. For this reason, investment in infrastructure and consumption of the government, including additional stimulus measures, will play a greater role in the recovery of the Thai economy in 2020.

Diagram 8-1: The Thai economy outlook estimated by EIC

	Unit	2018	2019F			2020F
			August 2019	October 2019		October 2020
Rea GDP	%YOY	4.1	3.0	2.8	▼	2.8
Private Consumption	%YOY	4.6	4.5	4.2	▼	3.2
Government Consumption	%YOY	1.8	2.0	1.9	▼	2.0
Private Investment	%YOY	3.9	3.4	2.8	▼	2.7
Government Investment	%YOY	3.3	2.0	2.2	▼	4.9
Export Value (USD)	%YOY	7.5	-2.0	-2.5	▼	0.2
Import Value (USD)	%YOY	13.7	-2.9	-3.4	▼	0.3
Headline Inflation	%YOY	1.1	0.9	0.8	▼	0.8

	Unit	2018	2019F			2020F
			August 2019	October 2019		October 2020
Core Inflation	%YOY	0.7	0.6	0.5	▼	0.7
Brent crude price	USD/Brl.	71.7	66.5	64.1	▼	62.3
	%YOY	31.0	-7.3	-10.6	▼	-2.9
Exchange rate	THB/USD	32.3	30-31	30.3-30.8		30-31
Policy Rate (end of year)	%	1.75	1.25	1.25	■	1.25

▲ Increase

Compared to the previous forecast by ■ Maintain the same level

▼ Decrease

As for monetary policy, EIC maintains its view that the Monetary Policy Committee (MPC) is likely to reduce interest rates once more in the 4th Quarter of 2019 to 1.25 percent, the lowest level in history and will maintain this level of interest rates throughout the year 2020. Although the MPC has already reduced the policy rate once in August and reduced the economic projections for both 2019 and 2020 in the latest meeting in September, higher downside risk in the next phase from both inside and outside the country can cause the MPC to lower the Thai economic forecast year 2020 which is expected to grow by 3.3 percent once again. Also, the low inflation trend that is still below the target for this year and next year should allow the MPC to consider lowering the policy interest rate once more in the 4th Quarter of 2019 and keep the interest rate at 1.25 percent throughout the year 2020 to support domestic purchasing power through financial cost reduction. Although this may not stimulate new loans under high uncertainty, there will be a significant reduction of debt obligations for households and SME businesses with high debts.

As for the financial stability problems due to prolonged low interest rates, the MPC is likely to use macro and micro prudential measures as the primary risk management tool. As for the direction of Thai THB, the EIC estimates that the THB will continue to be under appreciation pressure against the regional currencies due to the high surplus of current accounts in Thailand. The tendency of lower policy interest rate by central banks in regions that may be done than Thailand, which the policy interest rate is already at a relatively low level as well as capital inflows coming in from the moment the THB is seen as a safe currency in the region, will cause the THB to move in the range of 30-31 THB per US dollar in the year 2020.

Risk factors for the Thai economy in the next phase stem from both internal and external. The trade war is still a significant risk that can get more violent and may cause Thai exports and tourism to be affected more than expected, which will cause the Thai economy in 2020 to be slower than expected. Furthermore, other external factors to focus on are geopolitical conflicts such as Brexit, protests in Hong Kong and the conflict between Japan and South Korea that may cause the global economy to further decline and may cause fluctuations in the world money market. Meanwhile, domestic risks stem from the increase in financial vulnerability in both the household and SME sectors, as reflected by the NPL level in both consumer loans and SME loans that are likely to increase from the cumulative effects of the increased debt burden, the decrease in income according to economic conditions and structural changes that make business sales and household income more likely to concentrate. Besides, delays in budgeting including the disbursement efficiency of government sectors is another important internal risk factor that affects the economic growth in the future.

Source: Economic Intelligence Center (EIC) Siam Commercial Bank

Competition of securities brokerage business

The liberalization of securities business licenses and the liberalization of brokerage fee announced by the SET and the SEC which were effective since 2012 have motivated new broker members to enter into the industry. As a result, the brokerage business continued to encounter an intense competition in 2019 and led to the more distribution of the SET's turnover among broker members.

Brokers used several strategies to compete with others by enhancing the quality of information technology services, research papers and providing credit limits of margin accounts as well as enhancing online trading applications to maintain client base and acquire new clients. Some brokers initiated to utilize Artificial Intelligence (AI) Technology for securities trading system and advice. However, some brokers used a low-price strategy to attract investors and an employee poaching.

8.25. Forecasted Inflation Rate from IMF

Forecasted Inflation Rate from 2019 to 2024 by International Monetary Fund: IMF calculated from Average Consumer Price in 2019

Unit: Percentage	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028
Thailand	1.00	1.30	1.60	1.80	2.00	2.00	2.00	2.00	2.00	2.00
Malaysia	2.00	2.60	2.50	2.40	2.30	2.20	2.20	2.20	2.20	2.20
Indonesia	3.30	3.60	3.30	3.10	3.00	3.00	3.00	3.00	3.00	3.00
Hong Kong	2.40	2.50	2.40	2.50	2.50	2.50	2.50	2.50	2.50	2.50

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