

- Translation -

Ref: IR61/003

22 February 2018

Subject: Acquisition of Shares in of Phoenix Insurance (Thailand) Public Company Limited (Edited)  
 Attention: President  
 The Stock Exchange of Thailand

Regarding to the Board of Meeting No.1/2018 of JMT Network Services Public Company Limited (“the Company”) convened on 22 February 2018, passed a resolution approving to acquisition of ordinary shares in Phoenix Insurance (Thailand) Public Company Limited (“Phoenix”), which engages in Non-Life Insurance, for 55 percent of total paid-up capital with total value of the transaction not exceeding 400 million Baht. The detail of the acquisition of share is as following;

Target Name : Phoenix Insurance (Thailand) Public Company Limited  
 Type of Business : Non-Life Insurance in Thailand  
 Registered Capital : 392,000,000 Baht  
 Paid-up Capital : 392,000,000 Baht  
 Transaction Summary : The Company will acquire Phoenix’s existing ordinary shares of 134.60 million shares from Nithipatratrat family, the existing shareholders, and subscribe Phoenix’s newly issued shares of 180.00 million shares, totaling 314.60 million shares or 55 percent of total enlarged shares of Phoenix. List of shareholders before and after acquisition is demonstrated as below:

List of shareholders (Before acquisition)		
Name	No. of shares	%
Nithipatratrat family	271,279,648	69.20
Mr. Peainkrai Asawapoka	92,500,000	23.60
Interholding Company Limited	18,827,586	4.80
9 minor shareholders (less than 1.00 percent per each)	9,392,766	2.40

List of shareholders (Before acquisition)		
Name	No. of shares	%
JMT Network Services Public Company Limited	314,600,000	55.00
Nithipatratrat family	136,679,648	23.90
Mr. Peainkrai Asawapoka	92,500,000	16.17
Interholding Company Limited	18,827,586	3.29
9 minor shareholders (less than 1.00 percent per each)	9,392,766	1.64

**Value of Transaction** : Not exceeding 400.00 million Baht. Acquisition price is determined based on Discount Cash Flow valuation conducted by the independent financial advisor and based on the negotiation between the Company, existing shareholders who intend to dispose their shares, and Phoenix.

**Source of Fund** : Working Capital

**Number of Board of Directors in Phoenix after acquisition** : After share acquisition, number of Phoenix's Board of Directors is set to be 5 (five) directors in which 3 (three) and 2 (two) directors are the representatives of the Company and existing shareholders, respectively. In this regard, the Company reserves the rights to propose Chairman of the Board of Directors.

**Benefits to the Company** :

1. Diversify business for the group of companies
2. Enhancing new revenues and net profit from insurance business by using client base and its current business. By using distribution channel of the Company and group of companies.
3. Opportunity for business by using Insure Tech

**Expected Date to Complete the Transaction** : Within Q2/2018. The Company will update once the transaction has been completed.

**Summary of Phoenix's financial status and performance**

Details (Unit : THB million)	2015	2016	9 months of 2017
Gross written premium	101.26	163.34	128.44
Net written premium	91.21	156.86	81.01
Total revenues	121.22	126.80	110.11
Underwriting and Operating expenses	196.86	183.08	159.56
Net profit (loss)	(66.09)	(54.17)	(45.67)
Total assets	171.02	165.14	226.50
Total liabilities	135.52	135.01	192.05
Total shareholders' equity	35.50	30.13	34.46

The acquisition of share still depends on Condition Precedent including conditions derived from due diligence process and agreement in Share Purchase Agreement, for instance, the approval relating to transaction by the Office of Insurance Commission and/or other relevant authorities, in which Phoenix and related person shall comply with those Condition Precedent before the acquisition of shares.

The aforementioned transaction constitutes an asset acquisition transaction of listed company with the maximum transaction size is 7.48 percent of the total value of consideration. After combining the value of the Share Acquisition Transaction with the value of other asset acquisition transactions entered into by the Company during the past six months, the total transaction value is lower than 15 percent. Accordingly, the Share Acquisition Transaction is not classified as a transaction that would require the Company to disclose information or undertake any act pursuant to the Notifications on Acquisition or Disposal. And the transaction

is not considered to be a Connected Transaction pursuant to Listed Companies Concerning the Connected Transactions of The Stock Exchange of Thailand. However, for the sake of good corporate governance and due to the Company invests in other company more than 10 percent of shareholding the Company need to disclose the disclosure through the Stock Exchange of Thailand disclosure dissemination system.

Thus, you have been informed accordingly.

Sincerely Yours.

Mr. Wongsakorn Kittitrakulkarn

Company Secretary

Investor Relations Department

JMT Network Services Public Company Limited