



July 10, 2019

Subjects : The acquisition of ordinary shares of WPS (Thailand) Co., Ltd. increased 15%

Attention : The Director and Manager of the Stock Exchange of Thailand

The Board of Directors of Eastern Printing Public Company Limited (the "Company") No. 13/2018 held on December 12, 2018 has approved the Company to purchase shares of the WPS (Thailand) Co., Ltd. ("WPS"), which is a company that is in printing business of newspapers, books and other printing material in the amount 42.25 million shares or 84.50% of registered ordinary shares of WPS from the Nation Multimedia Group PCL. ("Seller") at a price of Baht 9.645 per share, amounting to Baht 407.50 million. The acquisition of WPS shares will result in the WPS being a subsidiary of the Company.

And the Board of Directors of the Company No. 5/2019 held on July 10, 2019 has approved the Company to purchase more shares of the WPS (Thailand) Co., Ltd. ("WPS") in the proportion of 15% due to the existing shareholders offer to sell their own shares to the company and after the acquisition, the company will hold shares in 99.50%. The company will sign a share purchase agreement of WPS and transfer of WPS shares from seller within July 12, 2019, as follows:

1. Date of transaction : July 10, 2019
2. Involved parties

Buyer	:	Eastern Printing Public Company Limited ("EPCO")		
Seller	:	Ms.Supha Hongtong	625,000 shares	(1.25%)
		Mr.Vorasit Tewa-aksorn	250,000 shares	(0.50%)
		Mr.Surapol Tewa-aksorn	999,998 shares	(2.00%)
		Kilane Printing Co., Ltd	625,000 shares	(1.25%)
		Aksorn Sombat Co., Ltd	5,000,000 shares	(10.00%)

Relationship between buyer and seller : All 5 seller list as above is not a relationship and are not related persons of the Company.



3. Details of transactions

Type of securities : Ordinary shares
 Number of share : 7,499,998 shares with price per shares Baht 9.645
 Total Buying price : 72.34 Million Baht

Proportion of holding shares in WPS

Before buying shares : 84.50%

After buying shares in this time : 99.50%

4. The shareholding structure before and after acquisition

List of shareholders	Before the transaction As of July 10, 2019		After the transaction	
	Number of shares	Proportion (%)	Number of shares	Proportion (%)
Eastern Printing PCL.	422,500,000	84.50	429,999,998	95.50
Aksorn Sombat Co., Ltd	50,000,000	10.00	-	-
Mr.Surapol Tewa-aksorn	10,000,000	2.00	-	-
Kilane Printing Co., Ltd	6,250,000	1.25	-	-
Ms.Supha Hongtong	6,250,000	1.25	-	-
Amarin Printing and Publishing PCL.	2,500,000	0.50	2,500,000	0.50
Mr.Vorasit Tewa-aksorn	2,500,000	0.50	-	-
Mr.Yuth Chinsupakul	-	-	1	0.00
Mr.Weera Louwitawas	-	-	1	0.00
Total	500,000,000	100.00	500,000,000	100.00

5. List of the directors before and after the transaction

Director before the transaction As of December 12, 2018	Director after the transaction
1.Mr.Yuth Chinsupakul	1.Mr.Yuth Chinsupakul (Director from EPCO)
2.Mr.Weera Louwitawas	2.Mr.Weera Louwitawas (Director from EPCO)
3.Mr.Prasong Hanpiyavatanasakul	3.Mr.Prasong Hanpiyavatanasakul (Director from EPCO)
4.Mr.Thitipan Phisutthanakanjana	4.Mr.Thitipan Phisutthanakanjana (Director from EPCO)
5. Mr.Tawan Tewa-aksorn	
6. Mr.Vorasit Tewa-aksorn	
7. Ms.Supha Hongtong	



6. Value of assets

The company's acquisition of 15% of WPS's shares at a price Baht 9.645 per share (same price as the first transaction) according to the price agreed between the company (the buyer) and the seller in the amount of Baht 72.34 million.

7. Criteria to determine the value of consideration

This is a continuous transaction that the company purchase shares in proportion of 84.50% at a price Baht 9.645 per share. And this time, the company purchase shares in the WPS increase 15% at the same price as the first transaction according to the price agreed between the company (the buyer) and the seller in the amount of Baht 72.34 million.

8. Terms and Conditions

The company will pay the full amount on July 12, 2019

9. Size of transaction and rules

Calculation of the Transaction Size

Financial information used in the calculation

(Unit: Baht Million)	The Company	WPS
	As at March 31, 2019	As at December 31,2018
Total Assets	11,054.89	673.72
Intangible assets	-	-
Total Liabilities	7,561.49	109.85
Non-controlling interests	851.56	-
Net tangible assets (NTA)	2,641.84	563.88
Net profit for the last 4 quarters	240.07	23.24

The calculation of transaction size as detailed:

Criteria of Calculation	Formula of Calculation	Transaction Value (%) As at March 31,2019
1. Book value of net tangible assets method	$= \frac{\text{NTA of investment in the Company} \times \text{The acquired proportion} \times 100}{\text{NTA of the Company}}$	3.20%



บริษัท โรงพิมพ์ตะวันออก จำกัด (มหาชน) บมจ.157

EASTERN PRINTING PUBLIC COMPANY LIMITED PCL.157

51/29, 51/61 Soi Wiphawadee Rangsit 66 (Siamsamakee) Talad Bangkhen, Laksi Bangkok 10210

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2. Net Profit from Core business after tax	$\frac{= \text{Net profit from the acquiring assets} \times 100}{\text{Total net profit of the Company}}$	9.37%
3. Gross value of Reward	$\frac{= \text{Total investment cost}}{\text{Total assets of the Company}}$	0.65%
4. Value of securities a listed company issues to pay for asset acquisition	Not available due to no issuance of any securities for acquisition of assets	-

This transaction was not considered as a material transaction on disposal of Asset according to the Notification of the Capital Market Supervisory Board No. Tor. Chor. 20/2551 Re: Rules on entering into Material Transaction Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of SET Re: Disclosure of Information of Listed Companies Concerning Acquisition or Disposal of Assets, 2004 as the net profit from normal operation after tax was 9.37%, which was the highest criteria but still less than 15% (based on financial statement ended March 31, 2019). The company does not have other transaction occurring during a period of six. Moreover, the counter party of the transaction was person/juristic person who was not the related person, thus the transaction will not be considered as a Related Party Transaction under the Notification of Capital Market Supervisory Board No. Tor. Chor. 21/2551 concerning the Related Party Transaction and the Notification of the Board of Governors of SET Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Related Party Transactions, 2003.

10. Opinion of the Board of Directors on the Transaction

The Board of Directors meeting No.5/2019 held on July 10, 2019, which has considered these transactions carefully and then by considering all the conditions, the appropriate value for trading and expansion of facilities to packaging. The Board of Directors had opinions that the acquisition of assets mentioned above is appropriate transaction and will benefit for the Company and shareholders.

11. Opinion of the Audit Committee and / or Directors of the Company which is different from the opinion of the Board of Directors



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The Audit Committee has the same opinion with the Board of Directors. There is no opinion of the Company's directors which is different from the opinion of the Board of Directors.

However, such a transition in the acquisition of shares in other companies. The listed company has to disclose information to the Stock Exchange of Thailand regarding to Rules No. Bor Jor/Por 11-00, Conditions and Procedures of Information disclosure and Practice of Listed Company.

Please be informed accordingly,

Respectfully yours,

-Weera Louwitawas-

(Mr. Weera Louwitawas)

Chief Executive Officer