

(Translation)

**Minutes of the Annual General Meeting for 2015
Of
Plan B Media Public Company Limited**

Day, time and venue of the meeting

The meeting was held on Monday, 20 April 2015 at 14.00 hours at Dhepleela Ballroom, SC Park Hotel, No. 474 Praditmanutham Road, Wangthonglang District, Bangkok.

Preliminary Proceedings

Mr. Kasemsan Itthithamwinit, secretary of the company, acting as the **secretary of the meeting**, informs the meeting that according to Section 98 of the Public Company Act 1992 (including its amendment), ("**Public Company Act**") and the Company's bylaws Article 31, designates that the board of directors has to hold the annual general meeting (AGM) within four months following the end of the financial year of the Company.

The board of directors resolved to call the AGM 2015 on Monday, 20 April 2015 at 14.00 hours at Dhepleela Ballroom, SC Park Hotel, No. 474 Praditmanutham Road, Wangthonglang District, Bangkok to consider various matters according to the agenda as follows:

- Agenda 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2014
- Agenda 2 To acknowledge the operational results of the Company for the year 2014
- Agenda 3 To consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2014 for the accounting period ending 31 December 2014
- Agenda 4 To consider and approve the allocation of profits derived from the Company's business operation for the accounting period ending 31 December 2014 as a legal reserve and the non -payment of annual dividend
- Agenda 5 To consider and approve the appointment of directors who will retire by rotation and the appointment of new directors

- Agenda 6 To consider and approve the fixing of directors' remuneration for the year 2015
- Agenda 7 To consider and approve the appointment of the auditor and fixing of audit fee for the year 2015
- Agenda 8 Other matters (if any)

The Company has the total registered capital of 353,500,000 baht, or the paid-up capital of 349,500,000 baht, divided into the 3,495,000,000 common shares at the par value of 0.10 baht, or the outstanding common shares of 1,545,784,530 shares. There are 55 shareholders attend the meeting accounted for 1,180,658,761 shares and the total of 262 proxies accounted for 885,520,508 shares, altogether 317 persons, or 2,066,179,269 shares, or 59.1181 percent of the outstanding shares exceeding one-third of the entire outstanding shares. It achieves the quorum pursuant to Section 103 of the Public Company Act and the bylaws of the Company Article 33, which requires having a minimum of 25 shareholders and proxies, or a minimum of one-third of the total shareholders and has the combined shares a minimum of one-third of the outstanding shares.

However, before entering the agenda the secretary of the meeting introduces the directors and the meeting attendees as follows:

The attending directors

- | | | |
|----|--------------------------------|--|
| 1. | Pol. Gen Somchai Vanichsenee | Chairman of the Board, Chairman of the Audit Committee and Independent Director |
| 2. | Mr. Palin Lojanagosin | Director and Chief Executive Officer |
| 3. | Dr. Pinijsorn Luechaikajohnpan | Director, Executive, Managing Director, Director of Operations Department and , Director of Support Department |
| 4. | Dr. Pennapha Dhanasarnsilp | Independent Director and Audit Committee Member |
| 5. | Mrs. Monluedee Sookpantararat | Independent Director and Audit Committee Member |
| 6. | Mr. Adi Wardhana Sariaatmadja | Director |
| 7. | Mr. Jay Jeffrey Wachter | Director |
| 8. | Mr. Ekkapak Nirapathpongporn | Director |
| 9. | Mr. Tanate Lojanagosin | Director |

Attending Executives

1. Ms. Phakwan Wongphontawee Chief Business Development Officer
2. Mr. Prasong Jarungbenjatham Chief Financial Officer

Auditor of EY Office Company Limited

Mr. Khitsada Lerdwana Certified Public Accountant No. 4958

Legal Consultant of the Company, Weerawong, Chinnavat & Peangpanor Company Limited

Ms. Peangpanor Boonklum

Pursuant to Section 104 of the Public Company Act and the bylaws of the Company Article 34, which prescribes the chairman of the board as chairman of the meeting; therefore, the secretary meeting would like to invite Pol. Gen Somchai Vanichsenee, chairman of the board, to act as chairman of the meeting to welcome the shareholders and open the 2015 AGM.

The chairman of the meeting informs that there are shareholders and proxies to attend the meeting and achieve the quorum as designated in the bylaws of the Company already and would like to call the meeting to order and consider the various matters as appear in the invitation to the 2015 AGM. He informs the preliminary details that this is the first AGM since the initial public offering (IPO) on 17 February 2014. There were many investors who interested to purchase the securities of the Company, so he would like to take this opportunity to thank the shareholders who are interested in the shares of the Company and considers it as the opportunity for the board of directors to know the shareholders, answer the questions and various recommendations to use as guidelines in the development of the Company. The chairman has assigned the secretary of the meeting to conduct the meeting and explain how to vote and count the results according to the laws with presenting the meeting agendas further.

The secretary of the meeting informs the method on the vote and tabulation of the votes to the meeting for acknowledgement, so the meeting shall comply with the principle of good governance as follows:

1. Voting in the meeting, all the shareholders may have their votes equal to the number of shares they hold with one share one vote.

2. In the case the shareholders come to vote by themselves or by proxy in accordance with the format as prescribed by law shall vote as follows:

Before each voting, may the shareholders sign the ballots for transparency in voting.

In voting for each agenda, if no disapproval or abstention, it may be considered the shareholders approving according to the number of votes on the presented motion. As for the disapproved or abstained shareholders, they may vote in the provided ballots with a signature and raise their hands for the officers to collect the ballots from them.

In the tabulation of the votes, the Company shall offset the disapproved or abstained votes from the total votes, while the balance is considered being the approved votes. Meanwhile, the approved voters may keep the ballots and return them to the officers at the end of the meeting. However, this voting may be made in open, not by the ballots, but the collection of the entire ballots is for transparency.

Voting in the following manners may be considered null and void.

- 1) The ballot with marking for more than one box.
- 2) The ballot with the vote of intended contradiction.
- 3) The ballot is crossed out with no signature over it.
- 4) The ballot with the number of votes is more than its eligibility.

In the case the shareholder wants to revise the vote, please cross out the old marking and sign over it each time.

3. In the case the shareholder who makes the proxy statement Form B for voting by proxy by the director or independent director designates the vote according to the intention of the shareholder or the proxy.

In the case a foreign shareholder appoints a custodian in Thailand as the depository and trustee can separate the approval or disapproval or abstention at the same time, but by the different agenda with the votes equal to the number of held shares.

4. Subject to the bylaws of the Company, Article 35 (1), it prescribes that “In the normal case it is considered the majority vote of the attending and voting shareholders being one vote. If the votes have equality, the Chairman of the meeting can make the casting vote.”

Thus, in the consideration of the majority vote only as “Approval” or “Disapproval” of the attending and voting shareholders only. In the case the shareholder votes “Abstention” the Company may not count it as the voting base.

5. As for the shareholder who wishes to leave the meeting early, or who is not in the meeting room in any agenda, the shareholder can exercise your right by submitting the ballot in advance to the official of the Company before leaving the meeting room.

6. The votes of the number of the shareholders in each agenda may not be equal due to the gradual attendance of the meeting room of the shareholders and the proxies, so the numbers of the attendees in each agenda may not be equal.

7. In counting for the rapid, correct and transparent votes, the Company shall have a representative from Weerawong, Chinnavat & Peangpanor Company Limited, Ms. Pratumporn Somboonpoonpol, as the verifier in counting the votes, and two volunteer shareholders join in as the inspectors in counting the votes.

8. Before voting in each agenda, the chairman of the meeting shall open an opportunity for the meeting attendees to inquire on the issues related to that agenda as appropriate. So the shareholder or proxy who wants to ask a question please identify your name and surname to the meeting before asking a question or showing an opinion each time.

In the case a shareholder has a question or a different opinion from the considered agenda, they have to inquire or comment in other agendas in the last part of the meeting. In addition the shareholder should comment or inquire with a forthright view, and abstain from a repetitive issue to open an opportunity for other shareholders can exercise their right. So the meeting shall go on with appropriateness and the management of the meeting can stay within the specified time.

The chairman of the meeting conducts the meeting according to the agenda as follows:

Agenda 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2014

The chairman assigns the secretary of the meeting to present the details of this agenda to the meeting.

The secretary of the meeting reports to the meeting that in the consideration for approving the minutes of the Extraordinary General Meeting No. 1/2014 the Company has prepared its minutes, which the meeting on 11 December 2014, with the details appear in the copy of the minutes of the Extraordinary General Meeting No. 1/2014, submitted to the shareholders by the letter of invitation to the meeting. However, the meeting deems it is appropriate to present to the shareholders’ meeting to approve the Extraordinary General Meeting No. 1/2014, which convened on 11 December 2014.

A resolution on this agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes.

The chairman opens the opportunity for the shareholders to inquire on the matter, but it appears that there is no inquire on this agenda.

Therefore, the chairman proposes to the meeting to approve the minutes of the Extraordinary General Meeting No. 1/2014, convened on 11 December 2014, according to the proposed details above.

Resolution of the Meeting

The meeting considers and resolves to approve the minutes of the Extraordinary General Meeting No. 1/2014, convened on 11 December 2014, with the resolution in the agenda 1 as follows:

Resolution	Number of Votes (1 share= 1 vote)	Percentage of Attending and Voting Shareholders
Approved	2,078,226,369	100
Disapproved	0	0
Abstention	7,000	-

Remark: There were shareholders attending the meeting after the meeting had started totaling of 12,054,100 shares which were equivalent to 12,054,100 votes, therefore, comprised of the total number of votes of the shareholders attending the meeting and the proxies, totaling 2,078,233,369 votes.

Agenda 2 To acknowledge the operational results of the Company for the year 2014

The chairman assigns the secretary of the meeting to present details to the meeting for approval of the operating results of the Company in the year 2014.

The secretary of the meeting reports to the meeting that the board of directors deems it is appropriate to report the operating results of the Company for the year 2014 to the AGM for acknowledgement with the details according to the annual report in the CD-ROM format submitted to the shareholders with the letter of invitation to the meeting. This agenda item was for acknowledgement, and the votes casting was not required.

The chairman of the meeting requests Mr. Palin Lojanagosin, Chief Executive Officer, to present the operating results on the operations of the Company in the year 2014.

Mr. Palin Lojanagosin, Chief Executive Officer, presents the operating results of the Company in the year 2014 by reporting the meeting that year 2014 is a rather challenging and difficult year in the advertising media, due to the impact from the political demonstrations, while the operators were concerned about launching new products. However, since the Company still can maintain the potential on the business operations based on the operating results in the year 2014 with the total revenue of approximately 1,468 million baht. It increases over year 2013 by about 6.2 percent with an increased net profit of approximately 24 percent since the Company has increased new advertising media, compared with the overall picture of the advertising, the entire advertising industry has the results reduced by approximately 10 percent. When compared with the overall picture of the out- of- home media, it can be seen that specifically the operating results in the first quarter has lower than the overall operating results within the industry. It is due to the advertising media on the bus was affected directly from the political demonstrations. There were street closings by the protesters in the main streets, but when considered the revenues in other quarters can be seen that the Company has the good results especially in the fourth quarter, which it had the income of approximately 88 million baht. Nevertheless, the Company has diverse advertising media, which each one has grown up considerably, especially in the LED digital signboard type, with the increased operating results are by approximately 50 percent. When looking in the overall picture it can be seen that the Company still can develop advertising media and has better potential in the operations continuously in the future.

The chairman opens the opportunity for the shareholders to inquire on such the matter.

Khun Jiraporn Amornpattharasilp, an investor from Thai Investors Association (Shareholders' volunteer trustee), inquires with the chairman on the policy of participation in the anti-corruption project due to the Company has been listed not long ago. How does the Company have the policy in participating in the anti-corruption project?

The Chairman explains to the shareholders that the Company has announced to apply the anti-corruption policy with the details appear in the annual report page 14. As for the participation in the anti-corruption project with the Stock Exchange of Thailand (SET) due to the Company has not received an invitation to participate in such the project, so it cannot join it. However, if the Company receives an invitation from the SET as such, it shall hurry up joining it then.

Mr. Palin Lojanagosin, Chief Executive Officer, explains additionally on the anti-corruption policy that the Company has given priority already. At present, it has a concession and lease contract from two parts are the public sector and the private sector. It emphasizes the format and advertising area from utilizing the innovation as priority. It is not the remuneration as the principle because the innovation creates the advantage to the Company and the thing that he and all the investors want to see more than the money as the remuneration in the acquisition of each contract.

After the chairman opens the opportunity for the shareholders to inquire additionally on that matter and when no shareholders inquire additionally, so the chairman requests the meeting to acknowledge the minutes of the operating results of the Company for the year 2014.

Resolution:

The meeting acknowledges the operating results of the Company for the year 2014 with the proposed details.

Agenda 3 To consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2014 for the accounting period ending 31 December 201

The chairman assigns the secretary of the meeting to present details of the meeting for this agenda.

The secretary of the meeting reports to the meeting that the board of the directors deems it appropriate to present to the shareholders' meeting to consider approving the balance sheet and the profit and loss account for the year 2014. As for the financial year ended on 31 December 2014 the Company has prepared the integrated balance sheet and the profit and loss account for the year ended 31 December 2014, it has shown in the annual report of 2014, pages 76 to 79, under the heading No. 5: Report on the finance as delivered to the shareholders, with the integrated balance sheet and profit and loss account for the financial year ended on 31 December 2014. Also they have passed the audit and certification from the licensed auditor and the verification by the audit committee and can be summarized as,

- The Company's financial report of 2014 is prepared correctly in accordance with the generally accepted accounting principle and the law.
- Its licensed auditor is EY Office has performed its duty suitably.
- Some items that may have a conflict of interest in the year 2014 have justification and possibility for the maximum benefit to the Company.

A resolution on this agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes.

However, the chairman requests Dr. Pinijsorn Luechaikajohnpan, Managing Director, to present the details showing the financial status of the Company.

Dr. Pinijsorn Luechaikajohnpan, Managing Director, presents the details showing the balance sheet and the profit and loss account on the important part by reporting to the meeting that on the financial status of the year 2014 of the Company informs that it is a rather challenging and difficult year of the advertising industry due to the impact from the political demonstrations. However, the Company still implements the policy of the business plan as designated. Due to it deems that such the problem is a

short term and believed its business growth in the future depends on the selection of the advertising media areas to close the marketing gap by having a new media company increases all the time. As a result, the Company has the total assets increased from 2,271.49 million baht in the year 2013 to 2,365.40 million baht in the year 2014. In the part of the total liabilities can be seen that the Company has increased liabilities from the loans for investment in new advertising media. Therefore, it has increased liabilities from 1,417.47 million baht in the year 2013 to 1,609.16 million baht by the end of the year 2014. Although the economic conditions or the overall advertising business had the regressive growth, but the Company still can maintain the operating results at 6 percent. The overall picture of the operations in the year 2014 is the best year ever since the Company has operated the business with the profit result at 206.58 million baht. When considering the increased assets, it can be seen that the Company has new assets due to the growth of the Company depends on the assets that are the advertising media and its capability to manage the advertising media. The most importance is the areas of the acquired advertising media can answer the question on the long-term policy of the Company. That is, it must have an innovation that can close the gap of the marketing and build the strong point of the Company very well. In addition the new and increased advertising media must create diversity to the market so the Company can provide the one-stop service to the buyers of the advertising media. When considered from the liabilities it can be that the increased liabilities arise from the loan interest the Company has invested in the advertising media. However, the Company has used part of the money received from the IPO to repay the debts that incur interest almost entirely. It must have a positive result on its working capital by about 68 million baht annually in the ratio of cash and better impact on the profit at about 55 million baht annually.

The chairman opens the opportunity for the shareholders to ask a question and present a recommendation on such the matters.

Khun Suwanee Chiansirikraiwuth, shareholder, inquires on the part of the equity in the year 2014 in the amount of 756 million baht and in the year 2013 at 854 million baht, may the Company explain on the difference of that amount?

Dr. Pinijsorn Luechaikajohnpan, Managing Director, explains that this difference comes from the Company maintains the policy on the payment of the dividends, which it has on the payment of the dividends a minimum of 50 percent of the profit per year. While during the year 2013 to the year 2014 it had the accumulated profits and announced the payment of the dividends by the late 2014.

After the Chairman opens the opportunity for the meeting to ask an additional question and no other shareholders inquire anything else, so the chairman proposes the meeting to consider approving the integrated balance sheet and the profit and loss account for the year 2014 for the financial year ended 31 December 2014 according to the proposed details above.

Resolution:

The meeting considers and resolves to approve the integrated balance sheet and the profit and loss account for 2014 for the financial year ended on 31 December 2014 with the shareholders resolve on the agenda 3 as follows:

Resolution	Number of Votes (1 share= 1 vote)	Percentage of Attending and Voting Shareholders
Approved	2,079,886,510	100
Disapproved	0	0
Abstention	10,000	-

Remark: There were shareholders attending the meeting after the meeting had started totaling of 1,663,141 shares which were equivalent to 1,663,141 votes, therefore, comprised of the total number of votes of the shareholders attending the meeting and the proxies, totaling 2,079,896,510 votes.

Agenda 4 To consider and approve the allocation of profits derived from the Company's business operation for the accounting period ending 31 December 2014 as a legal reserve and the non -payment of annual dividend

The chairman assigns the secretary of the meeting to present the details to the meeting for consideration in the approval of the allocation of profits derived from the Company's business operation for the accounting period ending 31 December 2014 as a legal reserve and the non -payment of annual dividend.

The secretary of the meeting reports to the meeting that the board of directors deems appropriate to present to the AGM to allocate the profits from the operation year 2014 as the legal reserve in the amount of 35,350,000 baht. It includes acknowledging the interim payment of the dividends for the year 2014, and has paid the shareholders already and deems appropriate to present to the AGM for the consideration to suspending the annual payment of the dividends.

Pursuant to the Public Company Act 1992 (Including the amendment), Sections 115 and 116 as well as the bylaws of the Company, Articles 44 and 45, the payment of the dividends of the Company requires approval from the AGM. While the Company has to allocate part of its net annual profit as a legal reserve a minimum of 5 percent of the net annual profit offset by the net accumulated loss carried forward (if any) until the reserves are no less than 10 percent of the registered capital. Also the Company is prohibited from paying the dividends from other types of monies other than the profits. In the case the Company still has a net accumulated loss it is prohibited from paying the dividends. However, the policy on the payment of the dividends of the Company requires it to pay the dividends at

a minimum rate of 50 percent of the net profit after deducting the taxes and the legal reserve. Moreover, in the consideration on each payment of the dividends the Company shall consider it based on the various factors to create the maximum benefit to the shareholders, e.g. each payment shall depend on the maintenance of the future investment or repayment of the loan, or it is the internal working capital of the Company as well as other future necessity and suitability.

Mr. Prasong Jarungbenjatham, Chief Financial Officer, explains additionally that the Company paid the interim dividends to the shareholders on 25 December 2011 at the rate of 0.03465 baht per share on 2,597,391,000 shares, totaling 90,000,000 baht. They are paid out of the net profit for the operating results in the financial year from 1 January 2014 up to 30 November 2014, which complied with the resolution of the board meeting No. 9/2014 on 25 December 2014. Also the Company paid the interim dividends to the shareholders again on 13 February 2015 at the maximum rate of 0.01675 baht per share on 2,597,391,000 shares totaling the maximum of 43,500,000 baht. It shall pay out of the net profit for the operations in the financial year ended on 31 December 2014, which complied with the resolution of the board meeting No. 1/2015 on 26 January 2015.

The board of directors deems it should be presented to the AGM for approval of the profit allocation from the operating results for the year 2014 as the legal reserve. While in the year 2014 the Company had the net profit of 206,582,700 baht, so it has allocated as the legal reserve in the amount of 9,376,090 baht to satisfy the legal reserve, or 35,350,000 baht, or 10 percent of the registered capital. And it presents to the meeting to acknowledge on the interim payment of the dividends for the year 2014, which paid to the shareholders of the Company and it deems appropriate to present to the AGM to consider approving the annual payment of the dividends. A resolution on this agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes.

The chairman opens the opportunity for the shareholders to ask a question and present a recommendation on such the matter.

After the chairman opens the opportunity for the meeting to ask a question and no shareholder has any inquires, so he proposes to the meeting to consider approving the allocation of profits derived from the Company's business operation for the accounting period ending 31 December 2014 as a legal reserve and the non -payment of annual dividend according to the presented details above.

Resolution:

The meeting considers and resolves to approve the allocation of profit for the operating results of the Company for the financial year ended 31 December 2014 as the legal reserve and the non -payment of annual dividend, and the shareholders vote on the agenda 4 as follows:

Resolution	Number of Votes (1 share= 1 vote)	Percentage of Attending and Voting Shareholders
Approved	2,079,896,910	100
Disapproved	0	0
Abstention	10,000	-

Remark: There were shareholders attending the meeting after the meeting had started totaling of 7,400 shares which were equivalent to 7,400 votes, therefore, comprised of the total number of votes of the shareholders attending the meeting and the proxies, totaling 2,079,903,910 votes.

Agenda 5 To consider and approve the appointment of directors who will retire by rotation and the appointment of new directors

The chairman assigns the secretary of the meeting to present the details to the meeting for considering the appointments of directors who will retire by rotation and the appointment of new directors.

The secretary of the meeting reports to the meeting that pursuant to Section 71 of the Public Company and the bylaws of the Company, Article 17, designates that in each AGM one-third of the directors may be rotated. However, if the number of the directors cannot be divided into three exact parts, it may be rounded up to one-third of them. The rotated directors can be reinstated as well.

In the 2015 AGM, the Company has three directors, who may be rotated as follows:

- 1) Mr. Adi Wardhana Sariaatmadja
- 2) Mr. Ekkapak Nirapathpongporn
- 3) Mr. Tanate Lojanagosin

However, the board of directors, which excludes the vested interests, has considered the qualification of the three rotated directors according to the agenda in the 2015 AGM, deems that they have the knowledge, capability and experience and expertise that are beneficial to the Company's operations. Therefore, it would like to present to the AGM to reinstate the three directors for the directorship by another term. Their resumes on the background, education, working experience, ratio of shareholding, directorship in other companies of the rotated directors for reinstatement have been delivered to the shareholders with the invitation to the AGM. A resolution on this agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes, which the shareholders can vote in this agenda on an individual basis.

The Chairman opens the opportunity for the shareholders to ask a question and present a recommendation on such the matters. After he opens such the opportunity and no shareholders ask a question, so he presents it to the meeting for approval of the appointments of the rotated directors according to the presented details above.

Resolution:

The meeting considers and resolves to reinstate the three rotated directors for another term with the individual votes in the agenda 5 as follows:

1) Mr. Adi Wardhana Sariaatmadja

Resolution	Number of Votes (1 share= 1 vote)	Percentage of Attending and Voting Shareholders
Approved	2,074,421,110	99.7367
Disapproved	5,475,800	0.2633
Abstention	7,000	-

2) Mr. Ekkapak Nirapathpongporn

Resolution	Number of Votes (1 share= 1 vote)	Percentage of Attending and Voting Shareholders
Approved	2,074,421,110	99.7367
Disapproved	5,475,800	0.2633
Abstention	7,000	-

3) Mr. Tanate Lojanagosin

Resolution	Number of Votes (1 share= 1 vote)	Percentage of Attending and Voting Shareholders
Approved	2,079,896,910	100
Disapproved	0	0
Abstention	7,000	-

Remark: No shareholders turned up to the meeting after the meeting had started. This agenda item, therefore, comprised of the total number of votes of the shareholders attending the meeting and the proxies, totaling 2,079,903,910 votes.

Agenda 6 To consider and approve the fixing of directors' remuneration for the year 2015

The chairman assigns the secretary of the meeting to present the details to the meeting for considering and approving the fixing of directors' remuneration for the year 2015.

The secretary of the meeting reported to the meeting that the payment of the remuneration for the directors may be approved by the AGM, pursuant to Section 90 of the Public Company Act and the bylaws Article No. 22. The board of directors has considered paying the remuneration by screening in detail on the various responsibilities, including the operating results. It considers the appropriateness and consistency with the missions, duties and responsibilities of the board. Therefore, the board deems it is appropriate to present to the AGM for consideration of approving the year 2015 remuneration within the maximum amount of 4,500,000 baht with the following details:

Monthly Remuneration

1. Board of directors

Chairman of the board	30,000 baht/month
Director	20,000 baht/month

2. Audit Committee

Chairman of the audit	20,000 baht/month
Audit committee	20,000 baht/month

A resolution on this agenda item shall be passed by a vote of at least two-thirds of the total votes of shareholders present.

The chairman opens the opportunity for the shareholders to inquire and present a recommendation on such the matter. After no one inquires on the information and no shareholder does it, so the chairman proposes the meeting to approve the remuneration for the year 2015 directors, according to the details above.

Resolution:

The meeting considers and resolves to approve the remuneration for the year 2015 directors with the shareholders voted in the agenda 6 as follows:

Resolution	Number of Votes (1 share= 1 vote)	Percentage of Attending and Voting Shareholders
Approved	2,079,896,910	100
Disapproved	0	0
Abstention	7,000	-

Remark: No shareholders turned up to the meeting after the meeting had started. This agenda item, therefore, comprised of the total number of votes of the shareholders attending the meeting and the proxies, totaling 2,079,903,910 votes.

Agenda 7 To consider and approve the appointment of the auditor and fixing of audit fee for the year 2015

The chairman assigns the secretary of the meeting to present the details to the meeting for considering and approving the auditor and fixing of audit fee for the year 2015.

The secretary of the meeting reports to the meeting that pursuant to Section 120 of the Public Company Act, which requires the AGM to appoint the auditors and set their remuneration each year, and the old auditors can be reinstated as well.

However, the audit committee has selected the auditor office for the year 2015 and proposes to the board of directors to present to the AGM to appoint EY Office Company Limited., which is an independent auditor office with specialization in the audit. It presents any of the following auditors and can comment on the Company's financial statement.

- 1) Mr. Khitsada Lerdwana Certified Public Accountant No. 4958 and/or
- 2) Ms. Vissuta Jariyathanakorn Certified Public Accountant No. 3853 and/or
- 3) Ms. Manee Rattanabunnakit Certified Public Accountant No. 5313

However, the proposed auditors have no relationship or conflict of interest with the Company, the management, the major shareholders or the relevant persons whatsoever. Therefore, they have independence in the audit and comment on the Company's financial statement. Moreover, the board has considered from the recommendation of the audit committee and deems that the AGM can set the remuneration for the year 2015 audit in the amount of not exceeding 2,100,000 baht. However, the rate increases from the past accounting period of 1,991,000 baht, or an increase by no more than 4 percent due to the expansion of the business of the Company. A resolution on this agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes.

The chairman opens the opportunity for the shareholders to inquire and present a recommendation on such the matter, but it has no inquiry.

After the chairman opens the opportunity for the meeting to inquire on the information and no shareholder does it. So the chairman proposes the meeting to approve the appointments of the auditors and set the remuneration for the year 2015 according to the proposed details above.

Resolution:

The meeting considers and resolves to appoint the auditors and set their annual remuneration for the year 2015 with the votes by the shareholders in the agenda 7 as follows:

Resolution	Number of Votes (1 share= 1 vote)	Percentage of Attending and Voting Shareholders
Approved	2,080,298,910	100
Disapproved	0	0
Abstention	7,000	-

Remark: There were shareholders attending the meeting after the meeting had started totaling of 402,000 shares which were equivalent to 402,000 votes, therefore, comprised of the total number of votes of the shareholders attending the meeting and the proxies, totaling 2,080,305,910 votes.

Agenda 8 Other matters (if any)

The chairman opens the opportunity for the shareholders to present the matter other than the agendas identified in the invitation to the meeting and assigns the secretary of the meeting to explain to the meeting on presenting the other agendas.

The secretary of the meeting reports to the meeting that in presenting the agenda other than specified in the invitation to the meeting pursuant to the Public Company Act, Section 105, second paragraph, designates that when the meeting considers the meeting agenda as specified in the meeting invitation, the shareholders with the total minimum shares of one-third of the outstanding shares can request the meeting to consider the matter other than specified in the notice. If a shareholder or a proxy wishes to comment or has a question they can do it right away.

The chairman opens the opportunity for the shareholders to express their opinion and inquire additional information with the following details.

Mr. Kriangkrai Chinpongpaibun, shareholder, recommends the Company to utilize the area at the heat ventilation at the rear of the bus so the people can see the advertisement more clearly. Especially when there is a change to a new bus, it is recommended to choose the bus rear (the

advertisement has unclear visibility) that can put on the sticker easily, so the advertising area is more interesting than other competitors.

Mr. Palin Lojanagosin, Chief Executive Officer, thanks for the recommendation by the shareholders and explains additionally that the bus has three useful sides are left, right and the rear. The rear is the side people can see clearly like on the left and right of the bus, but the main duty of the bus is to shuttle the passengers. As for the value addition on the use of the advertising area, it is the benefit that we can do, the Company has given priority on this matter as well. However, each bus brand has the variations that make the advertising space is unique, such as ISUZU has the airventilation, so has the lesser area than BENZ and HINO brands are the matter that Company has tried to solve it all along. If the Company has an opportunity to cooperate with the operators who procure new buses may give an advice later. At present the Company focuses on the design and the layout of the utilization on the advertising area for maximization. Meanwhile, Mr. Palin Lojanagosin, explains additionally on the procurement of the new buses, while the Company has no assets or vehicles of its own, in the replacement of the new buses is the duty of the Bangkok Mass Transit Authority (BMTA) and other private operators to do it.

Mr. Suphakorn Chinpongpaiboon, shareholder, has a suggestion and question on the direction of the policy of the Company with the expansion of business to large cities, which is consistent with the economics of ASEAN. So he would like the Company to emphasize the economic expansion to the large provincial cities adjoining the borders, regardless of being the neighboring countries like Myanmar, Laos and Cambodia. She also inquires on the vision of the board in making the wireless internet due to it can replace the out-of-home media in the future.

Dr. Pinijsorn Luechaikajohnpan, Managing Director, thanks for the question of the shareholder and explains additionally on the vision of the Company now and in the future. The Company does not see itself as an advertisement sign company or outdoor advertisement producer, but as a company that takes care and selects the channel for the marketers for the goods advertising channel and the owner of the goods can communicate via the advertising to the consumers with optimum efficiency. Throughout the past 10 years that the Company is still in the group of making the out-of-home advertising media due to having seen the opportunity in the growth of the out-of-home advertising media with more impact on the people. While at home the people may consume the media via the TV and/or online by these media as the option for the marketers rather high. Meanwhile, the advertising invests in the opportunity in viewing is lessened, but the out-of-home advertising media reiterates the consumers to access more and becomes more part of the daily life, they are guidelines that the Company used in its business expansion all along. The direction of the Company in the last 10 years can be seen that we have focused on Bangkok, which is the principal city of Thailand, but the main provincial cities smaller than Bangkok have been given priority as well like Chiang Main, KhonKaen, Hat Yai, Pattaya, SuratThani, Samui and UdonThani provinces, etc. The opening of the ASEAN Economic Community (AEC) is considered as the channel on the overseas growth that the Company may expand the business due to the increased middle-class group, which is the group that makes the economy expands more all along.

At present the Company has the shareholders who are from EMTEK, which is the advertising TV media from Indonesia are Mr. Adi Wardhana Sariaatmadja and Mr. Jay Jeffrey Wachter. The two persons view that out-of-home media has the growing trend in the future, while we are looking for other channels as well not limited to the out-of-home media only. One of the projects operated in year 2015 is the Bus Wifi, which is the free Internet service on the 1,500 buses. This project can enable the Company to interact with the consumers by two-way communication and can access the consumers, who use the online is consistent with the use of the bus service that spends rather a long time in the commute. The view of advertising is in exchange with the free Internet service from the expansion to the various major cities are not limited to Bangkok. We are an ally with Hello Bangkok Ltd. can answer the questions on the advertising media for all groups of the companies across the country.

Mr. Santi Wichitphan, shareholder, has a question as follows: The first question is on the plan on the Company's growth in the next three years and its market capitalization. The second question is about how can the cooperation with its allies have an effect with the market value, income, expenditure and marketshare? And thirdly, do you have a comparison of the outdoor media of the digital type between Thailand and Japan?

Mr. Palin Lojanagosin, Chief Executive Officer, explains as follows:

- The plan on the future growth by adding from Dr. Pinijsorn Luechaikajohnpan, Managing Director, mentioned above, that the Company sees itself as the caretaker and allocator of the advertising space for the marketers, not as the owner of the signs only. In addition, it is not limited to the out-of-home advertising media, but finding new channels, regardless of expanding to the large cities, the business expansion to overseas, the communication channel such as the online media that the Company has a plan in the Free Wifi project on the bus, or the largest mass transport system of the country.
- In the part that relates to the cooperation with Hello Bangkok as the media company that provides the diverse services, but the thing we lack is the large cutout. Thus, the cooperation with Hello Bangkok can answer more questions on the one-stop service.
- In the part of the outdoor advertising media of the digital type of Thailand and Japan, we see it cannot be compared, as Japan has the out-of-home advertising media of the digital type not too much due to the control by the rule and regulation by the public sector and Japan tends to observe the operations in Thailand that has more innovations.

Mr. Santi Wichitphan, shareholder, has an addition comment that since the digital TV wave is coming strong, supplemented by the shareholders who are the representatives of EMTEK, a TV advertising media of Indonesia. In the future, if the Company has funds and expansion to overseas by

using the content from Indonesia to apply in Thailand can promote the goods internationally and for more overseas investment.

Mr. Palin Lojanagosin, Chief Executive Officer, explains that now it can be seen that our Company is a content provider, which may not be it exactly, due to it is not the thing the Company is good at it. It is more of the Indonesia to bring the content of Thailand to screen such as the film on Pi MakPhrakanong, etc. We see it should be expanded in other sales formats that we have more expertise.

Khun Suwannee Chiansirikraiwuth has two questions are to explain additionally on the goodwill of the organization in the word "DNA" and the Bus Wifi project as a concession or not and how.

Mr. Palin Lojanagosin, Chief Executive Officer, explains on the project Bus Wifi that we may invest in the system of all things. It is the concession that is invested with the public sector, Bangkok Mass Transit Authority (BMTA), and the private-participating bus, while the data is the cooperation between the signal service provider and the Company, now under the testing phase, and the additional definition of the "DNA" means Plan B or our Company.

After the chairman opens the opportunity for the meeting to inquire on the information and no shareholder else does it, as well as no subject comes to the consideration of the meeting, so the chairman thanks all the shareholders who sacrificed their time to attend the meeting together with beneficial recommendations to the meeting and adjourns the 2015 AGM.

The meeting is adjourned at 16.00 hours.

Signed Pol. Gen. _____

(Pol. Gen Somchai Vanichsenee)

Chairman of the Meeting

Signed _____

(Mr. Kasemsan Itthithamwinit)

Secretary of the Meeting

Author of the Minutes of the Meeting