

(F 53-4)

Capital Increase Form
Plan B Media Public Company Limited
February 18, 2016

Plan B Media Public Company Limited (the “**Company**”) would like to inform the resolutions of the board of directors’ meeting No. 1/2016 on February 18, 2016, during 10.00 to 12.30, in relation to the reduction of the registered capital, the increase of registered capital and the allocation of the newly issued ordinary shares as follows:

1. The reduction and increase of the registered capital

1.1 The board of directors’ meeting approved to reduce the registered capital of the Company from Baht 353,500,000 to Baht 350,739,981.30 by canceling 27,600,187 unsubscribe shares of the Company with a par value of Baht 0.10 per share.

Remark As there are 27,600,187 unissued shares with a par value of Baht 0.10 per share left from the allocated shares accommodate for the ESOP scheme no.1 of the Company as approved by the Extraordinary General Meeting of Shareholders No.1/2014 dated on December 11, 2014, the Company is required to reduce the registered capital of the Company before increasing the registered capital.

1.2 The board of directors’ meeting approved to increase the registered capital of the Company from Baht 350,739,981.30 to baht 356,500,000 by issuing 57,600,187 newly issued ordinary shares with a par value of Baht 0.10 per share, totaling Baht 5,760,018.70, detailed as follows:

Type of Capital Increase	Type of shares	Number of shares (shares)	Par value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specific purpose of utilizing the proceeds	Ordinary	57,600,187	0.10	5,760,018.70
<input type="checkbox"/> General Mandate	-	-	-	-

2. Allotment of new shares

2.1 Details of allotment

Allotted to	Type/Number (shares)	Ratio (Old : New)	Sale price per share (Baht)	Date and time of subscription and share payment	Remark
Directors, employees and executives of the Company under the ESOP scheme which was approved by the Extraordinary General Meeting No. 1/2014 held on December 11, 2014	27,600,187	-	Remark 1	Remark 1	Remark 1

Allotted to	Type/Number (shares)	Ratio (Old : New)	Sale price per share (Baht)	Date and time of subscription and share payment	Remark
To accommodate the exercise of the Warrant to purchase ordinary shares of the Company which will be allocated to directors and employee of the Company (the “PLANB-WA”)	30,000,000	<u>Exercise ratio:</u> 1 unit per 1 shares	<u>Exercise price:</u> Baht 6.90 per 1 shares	Remark 2	Remark 2 and Remark 3

Remark:

1. Authorized the Board of Directors to consider, determine, or amend the rules, conditions, and other details of the allocation of the newly issued ordinary shares to be issued to the directors, executives, and/or employees of the Company and/or its subsidiaries, including the name list of the employees of the Company and/or its subsidiaries who have been allocated with the newly issued ordinary shares, as it deems appropriate. Furthermore, the Board of Directors or the person authorized by the Board of Directors shall be authorized to prepare the terms and conditions and the duties of the directors, executives, and/or employees of the Company and/or its subsidiaries, including to determine or amend the rules, conditions, and other details with respect to the allocation in order to be in compliance with the laws and the notification of the relevant agencies. In this regards, the abovementioned amount of shares are the newly issued shares issued to accommodate the cancelled shares by decreasing register capital of the Company due to the fact that the Company intends to increase the register capital of the Company in order to accommodate the Warrants to purchase newly issued shares of the Company allocated to the directors, executives and employees of the Company. Thus, the allocation method for this portion of shares shall be in compliance with the terms and conditions approved by the Extraordinary General Meeting of Shareholders No. 1/2014 which convened on December 11, 2014.
2. Authorized the board of directors and/or the managing director and/or a person authorized by the board of directors to consider and determine other details with regard to the allocation of the PLANB-WA and newly issued ordinary shares including, but not limited to, (1) determine, amend and add any details and condition which are required and related to the issuance and offering of the PLANB-WA so far as legally permissible or the same is not material e.g. date, time and method of the issuance and offering of the PLANB-WA, the exercise method of the PLANB-WA; (2) entering into negotiation, agreement and execution of the relevant documents and agreements as well as taking any action in connection with the allocation of the PLANB-WA and newly issued ordinary shares and (3) execution of application for permission and waiver, any necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of application for such permission and waiver, documents and evidence to relevant authorities or agencies, listing such newly issued ordinary shares on the SET and being empowered to take any other action which is necessary for the allocation of such newly issued ordinary shares.
3. The Company shall issue and allocate 30,000,000 units of the PLANB-WA to directors, executives and employees of the Company at no cost and empower the board of directors and/or managing director and/or persons authorized by the board of directors to consider and determine the qualification of directors, executives and employees of the Company who are eligible to receive the PLANB-WA and amount of the PLANB-WA which each directors, executives and employees of the Company shall receive.

2.2 Action to be taken by the Company when there are fractions of shares

- None -

3. Schedule for shareholders meeting to approve the capital increase and the allocation of shares

The Company will convene the 2016 Annual General Meeting of Shareholders on April 21, 2016 at 14.00 hours at Bu-Nga room, 3rd floor, Golden Tulip Sovereign Hotel, 92 Soi Saengcham, Rama 9 Road, Huay Kwang, Bangkok and the date for determining the names of shareholders who shall be entitled to attend the 2016 Annual General Meeting of Shareholders will be on March 4, 2016 and the date for gathering the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending the share transfer will be on March 7, 2016.

4. Approval of the reduction of capital and the capital increase/share allotment by relevant governmental agency and related conditions

4.1 The Company will register the reduction of the registered capital and the increase of registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce.

4.2 The Company will request the Stock Exchange of Thailand for the approval for listed the newly issued ordinary shares on the Stock Exchange of Thailand.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

5.1 Objective of the capital increase

To encourage directors, executives and employees of the Company in working for procuring the best interest of the Company as well as to retain the key personnel who is skillful which is important to the improvement of the competitiveness of the Company.

5.2 The plans for utilizing proceeds received from the capital increase

The Company shall utilize all proceeds from the capital increase as a working capital of the Company

6. Benefits which the company will receive from the capital increase/share allotment

1. To remain the Company's cash flow liquidity.

2. The Company shall have more capital for investing and expanding the business.

3. To encourage directors, executives and employees of the Company in working for procuring the best interest of the Company as well as to retain the key personnel who is skilled which is important to the improvement of the competitiveness of the Company.

7. Benefits which the shareholders will receive from the capital increase/share allotment:

7.1 Dividend policy

The Company has a policy to pay dividend at the rate of not less than 50 percent of the net income after tax and reserve fund reduction as specified by law. In this regard, in each dividend payment, the Company shall consider the dividend payment based on the interest of the shareholders e.g. the maintaining of capital for future investment, debt repayment or the maintenance of working capital.

7.2 Subscribers of new shares issued for this capital increase will be entitled to receive dividends from the Company's business operations starting from

- (1) The subscriber who intends to subscribe the newly issued shares under the ESOP scheme for the directors and employees which was approved at the Extraordinary Shareholders' Meeting No. 1/2014 dated December 11, 2014 shall be entitled to receive the dividend payment once they are registered as a shareholder of the Company;
- (2) The holder of Warrants PLANB-WA shall be entitled to receive dividends from the Company's business operations when holders of the Warrants PLANB-WA exercise their rights under the Warrants PLANB-WA by subscribing for the newly issued ordinary shares of the Company and are registered as the shareholders of the Company.

7.3 Others

- None -

8. Other details necessary for shareholders to approve the capital increase/share allotment

8.1 Control Dilution

0.84 percent

8.2 Price Dilution

3.59 percent

Please refer to the details of effects to shareholders contemplated in the ESOP Scheme of securities of the Company issuing and offering for the directors, executives and employees of the Company.

9. Certification of the Board of Directors

The Board of Directors certifies that the Board of Directors has performed its duty with honesty and has carefully preserved the benefit of the Company in relation to such increase of the registered capital. However, in the case that such performance of duty cause damage to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in Section 85 of the Securities and Exchanges Act B.E. 2535. In addition, in the case that such performance of duty causes a director or his/her related person to obtain undue benefit, the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the Company as specified in Section 89/18 of the Securities and Exchanges Act B.E. 2535.

10. Schedule of action where the Board of Directors of the company passes a resolution approving the capital increase or allotment of new shares

No.	Procedure	Date/Month/Year
1.	Board of Directors' Meeting No. 1/2016	February 18, 2016
2.	The date for determining the names of shareholders who shall entitled to attend the 2016 Annual General Meeting of Shareholders (Record	March 4, 2016

No.	Procedure	Date/Month/Year
	Date)	
3.	The date for gathering the names of shareholders under section 225 of Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending the share transfer	March 7, 2016
4.	2016 Annual General Meeting of Shareholders	April 21, 2016
5.	Registration of capital reduction with the Ministry of Commerce	Within 14 days from the day of shareholders meeting's resolution
6.	Registration of capital increase resolution with the Ministry of Commerce	Within 14 days from the day of shareholders meeting's resolution

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Please be informed accordingly

Sincerely yours,

(Pinijsorn Luechaikajohnpan, Ph.D.)

Authorized Director