

(Translation)

Plan B Media Public Company Limited
298/64-65 Pitsanulok Road, Si Yak Mahanak Subdistrict,
Dusit District, Bangkok, Thailand

March 30, 2016

Re: Invitation to the 2016 Annual General Meeting of Shareholders

To: Shareholders of Plan B Media Public Company Limited (the “**Company**”)

- Enclosures:
1. Copy of Minutes of the 2015 Annual General Meeting of Shareholders held on April 20, 2015;
 2. An annual report for the year 2015 and copy of the financial statement and the comprehensive income statements of the Company for the fiscal year ended December 31, 2015 in CD-Rom format;
 3. Profiles of the directors who will retired by rotation and the nominated directors being proposed for re-election and definition of independent director;
 4. Key information of the issuance and offering of Warrants to Purchase newly issued shares of the Company to be allocated to the directors, executives and employees under the ESOP scheme No. 2;
 5. Opinions of the Nomination and Remuneration Committee in respect of the issuance and offering of Warrants to Purchase newly issued shares of the Company for the directors, executives and employee No.2 (PLANB – WA) in the amount of 30,000,000 units to be allocated to directors, executives and employees under the ESOP scheme No. 2 at no cost;
 6. Key feature of the offering of newly issued shares to directors, executives, and employees scheme of Plan B Media Public Company Limited and/or its subsidiaries (ESOP) pursuant to the resolution of the Extraordinary General Meeting of the Shareholders No. 1/2014 held on December 11, 2014
 7. Capital Increase Form (F 53-4);
 8. Proxy Forms (Form A, Form B and Form C);
 9. Profiles of the Independent Directors for the appointment of proxy by shareholders and definition of the Independent Directors;
 10. Articles of Association relating to the meeting of shareholders;
 11. Guideline for the registration, the appointment of proxy, documents and evidences required for attendants to present on the date of the meeting; and
 12. Map of the venue

With this letter, Plan B Media Public Company Limited (“**Company**”) would like to inform you that the Board of Directors’ Meeting no. 1/2016 of the Company resolved to convene the 2016 Annual General Meeting of Shareholders on Thursday April 21, 2016, 02.00 p.m., at Parichart room, 3rd floor, Golden Tulip Sovereign Hotel, no. 92, Soi Saengcham, Rama 9 Road, Bangkok, Huay Kwang, Bangkok to consider the following agenda items:

Agenda 1 **To consider and adopt the Minutes of the 2015 Annual General Meeting of Shareholders**

Facts and Rationale: The Company had held the 2015 Annual General Meeting of Shareholders on April 20, 2015 and had also prepared the Minutes of the 2015 Annual General Meeting of Shareholders and submitted a copy thereof to the Stock Exchange of Thailand (the “**SET**”) and to the Ministry of Commerce as prescribed by laws. Details are appeared in **Enclosure 1** which has been sent to the shareholders together with this invitation.

Opinion of the Board of Directors: The Board of Directors considers that the Minutes of the 2015 Annual General Meeting of Shareholders held on April 20, 2015 were correctly and completely recorded and deems appropriate to propose to the shareholders’ meeting to adopt the said minutes as detailed in the **Enclosure 1**.

Remark: Resolution in this agenda shall be adopted by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda 2 **To consider and acknowledge the operating results of the Company for the year 2015**

Facts and Rationale: The Company has summarized the operating results for the year 2015 and the significant changes that occurred during the year 2015 in the annual report for the year 2015, as detailed in **Enclosure 2** which has been sent to the shareholders together with this invitation.

Opinion of the Board of Directors: The Board of Directors deems appropriate to propose to the shareholders’ meeting to acknowledge the operating results for the year 2015 and the significant changes that occurred during the year 2015 as detailed in **Enclosure 2**

Remark: This agenda is for acknowledge and no casting of votes.

Agenda 3 **To consider and approve the financial statement and the comprehensive income statements of the Company for the fiscal year ended December 31, 2015**

Facts and Rationale: In order to be in accordance with Section 112 of the Public Limited Company Act B.E. 2535 (as amended) (“**the Public Company Act**”) and Article 36 of the Articles of Association of the Company which prescribes that the Company have to prepare the financial statement and comprehensive income statement at the end of each fiscal year for proposing to the Annual General Meeting of shareholders to consider and approve such financial statement.

In this regard, the Company has already prepared the financial statement and comprehensive income statement of the year 2015 for the fiscal year ended

December 31, 2015 as detailed in **Enclosure 2** which has been sent to the shareholders together with this invitation. Such financial statement and comprehensive income statement have been already audited by the auditor from EY Office Limited (**EY Office**), which had been appointed by the 2015 Annual General Meeting, and reviewed by the Audit Committee and approved by the Board of Directors.

Opinion of the Board of Directors:

The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the financial statement and comprehensive income statement of the Company of the year 2015 for fiscal year ended December 31, 2015 which have been already audited by EY Office, reviewed by the Audit Committee and approved by the Board of Directors.

Remark:

Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda 4

To consider and approve the suspension of the allocation of the profit from the operation of the Company for the fiscal year ended December 31, 2015 to be a reserve fund as prescribed by law because the Company has the legal reserve at least 10 percent of the register capital and to consider and approve the dividend payment

Facts and Rationale:

According to Section 116 of the Public Company Act and Article 45 of the Articles of Association of the Company which specifies that the Company must allocate its annual net in the amount of not less than five per cent of the total net profit of the year deducting by the accumulated losses amount until this reserve fund attains an amount of not less than 10 percent of the registered capital. However, the Company has already allocated profits from the operation of the Company as the reserve fund at the amount of not less than 10 percent of the registered capital of the Company in which equal to Baht 35,350,000 which is already in accordance with law and the Article of Association of the Company. Therefore, the Company has not allocated profits from the operation of the Company as the reserve fund in the year 2016.

In addition, according to Section 115 of the Public Company Act and Article 44 of the Articles of Association of the Company prescribes that the Company shall not pay dividends otherwise than out of profits and dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution. In the year 2015, the Company has net profit from business operation results in the amount of Baht 400,210,581 or equivalent to Baht 0.12 per share. Therefore, the Company deems appropriate to propose to the 2016 Shareholders' meeting to consider and approve the dividend payment from operating results in the year 2015 at the rate of Baht 0.07 per share, amounting to 3,507,399,813 shares and totaling Baht 245,517,986.91 or equivalent to 61 percent of net profit for the operating results in the year 2015. The dividend payment is in compliance with the dividend payment policy of the Company which provided that the Company will distribute the dividend to the shareholders at the rate of not less than 50 percent of the net profit of the separate financial statement of the Company after the corporate

income tax and after statutory reserve each year.

The comparison of the dividend payment rate of the Company is detailed as follows:

Details of the dividend payment	Year 2016 (proposed)	Year 2015
1. Net profit (Baht per share)	0.12	0.08
2. Total Issued shares of the Company	3,507,399,813	2,597,391,000
3. Dividend per share (Baht)	0.07	0.01675
4. Total dividend (Baht)	245,517,986.91	43,500,000
5. Dividend payment ratio	61.3	21.1

*The abovementioned dividend payment is uncertain and cannot proceed until the Company obtains the approval from the shareholders' meeting of the Company.

When comparing the rate of dividend payment from the operating results of the Company for the year 2015 with the year 2016, the Company have increasingly pay the dividend payment from last year in the amount of Baht 202,017,986.91 since the increasing of operating results and the profit from operating results. .

In this regards, the shareholders who is entitled to receive the dividend payment from the Company are the shareholders whose name appeared on the Record Date for the dividend payment which is scheduled on March 4, 2016 and the payment date for dividend is scheduled on May 19, 2016. The dividend payment will be paid after obtaining an approval from the 2016 Annual General Meeting of Shareholders.

Opinion of the Board of Directors:

The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the suspension of the allocation of profit from the operation of the Company for the fiscal year ended December 31, 2015 as the reserve fund as prescribed by law since the Company has fully allocated profit as the reserve fund in the amount of Baht 35,350,000 as required by laws and to approve the dividend payment for the operating results for the fiscal year ended December 31, 2015 at the dividend payment rate of Baht 0.07 per share, amounting to 3,507,399,813 shares and totaling Baht 245,517,986.91 as per abovementioned detailed.

Remark:

Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their vote.

Agenda 5

To consider and approve the election of the Directors to replace those who completed the term

Facts and Rationale:

According to Section 71 of the Public Limited Company Act and Article 17 of the Articles of Association of the Company which prescribe that, in each Annual General Meeting of shareholders, one third of the total number of the directors must retire by rotation. In the case that the number of directors cannot divide into 3 proportions, a number of directors closest to one-third shall retire. Directors retiring by rotation may be re-elected.

In this regard, there are 3 directors who will retire by rotation at the 2016 Annual General Meeting, namely:

Name of directors who shall be retired by rotation	Position	Number of Board of Directors' meeting attendance in year 2015	Number of subcommittee meeting attendance in year 2015	Term of directorship
Pol.Gen. Somchai Vanichsenee	Chairman of the Board of Director and Independent Director	12/12	5/5	2 years 5 months
Mrs. Pennapa Dhanasarnsilp	Independent Directors	12/12	5/5	2 years 5 months
Mrs. Monluedee Sookpantararat	Independent Director	12/12	5/5	2 years 5 months

In this regard, the Nomination and Remuneration Committee has considered the qualification of the directors who will retire by rotation in the 2016 Annual General Meeting of shareholders and has an opinion that such 3 directors who will retire are knowledgeable, experienced and skillful in benefit to the Company's operations and have full qualification and do not have any prohibited characteristics under the Public Limited Company Act, the Securities and Exchange Act B.E. 2535 (as amended) and other relevant regulations. Moreover, such 3 persons who will take the position of Independent Director also possess the qualifications of the Independent Director as prescribed in the definition of the Independent Directors of the Company, which is equal to the definition prescribed in the regulation of the Office of the Securities and Exchange Commission (the "SEC") and the SET, as appeared in **Enclosure 3**. Thus, such persons will suit for being as the directors of the Company for another term. Profiles of the directors who will retire by rotation and the nominated directors being proposed for re-election and definition of independent director are as detailed in **Enclosure 3** which has been distributed to shareholders together with this Notice.

Moreover, the Company invited shareholders to nominate the person to be appointed as the new directors during January 1 – 31, 2016, however; there is no nominated person proposed by the shareholders. Thus, the Company proposed the shareholders' meeting to consider approving the re-election of the following person for another term.

1. Pol.Gen. Somchai Vanichsenee Chairman of the Board of Director and Independent Director
2. Mrs. Pennapa Dhanasarnsilp Independent Director
3. Mrs. Monluedee Sookpantarat Independent Director

Opinion of the Board of Directors:

The Board of Directors (by majority votes and not include the votes of directors who will retire) deems appropriate to propose to the shareholders' meeting to consider and elect the following person to be the Directors of the Company for another term.

1. Pol.Gen. Somchai Vanichsenee Chairman of the Board of Director and Independent Director
2. Mrs. Pennapa Dhanasarnsilp Independent Director
3. Mrs. Monluedee Sookpantarat Independent Director

Remark:

Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their vote.

Agenda 6

To consider and approve the remuneration of the Directors of the Company for year 2016

Facts and Rationale:

According to Section 90 of the Public Limited Company Act and Article 36 of the Articles of Association of the Company, the remuneration of the directors of the Company must be determined by the shareholders' meeting. In this regard, the Nomination and Remuneration Committee has considered on various factors, i.e.; the operation result of the Company, size of the Company's business and duties and responsibilities of the Board of Directors and Subcommittee of the company, by comparing with the remuneration rate of the businesses that are in the same industry as the Company and have the similar size as the Company. After due consideration, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and determine the remuneration of the Board of Directors and the Sub-Committee of the Company for year 2016 in the amount of not exceeding Baht 4,800,000. Details are as follows:

Remuneration of directors of the Company (In the case the directors are appointed during the month, the remuneration shall be calculated on pro-rata basis.)

No.	Position	2016 Monthly Remuneration	2015 Monthly Remuneration
1.	Chairman of the Board of Directors	Baht 40,000 per month	Baht 30,000 per month
2.	Director	Baht 30,000 per month	Baht 20,000 per month

Remuneration of Audit Committee of the Company (In the case the directors are appointed during the month, the remuneration shall be calculated on pro-rata basis.)

No.	Position	2016 Monthly Remuneration	2015 Monthly Remuneration
1.	Chairman of the Audit Committee	Baht 30,000 per month	Baht 20,000 per month
2.	Audit Committee	Baht 20,000 per month	Baht 20,000 per month

Remuneration of Nomination and Remuneration Committee of the Company

No.	Position	Meeting Allowance for the year 2016	Meeting Allowance for the year 2015
1.	Chairman of the Nomination and Remuneration Committee	Baht 20,000/times/person	N/A
2.	Nomination and Remuneration Committee	Baht 15,000/times/person	N/A

Remuneration of Risk Management Committee of the Company

No.	Position	Meeting Allowance for the year 2016	Meeting Allowance for the year 2015
1.	Chairman of the Risk Management Committee	Baht 20,000/times/person	N/A
2.	Risk Management Committee	Baht 15,000/times/person	N/A

Remuneration of Corporate Governance Committee of the Company

No.	Position	Meeting Allowance for the year 2016	Meeting Allowance for the year 2015
1.	Chairman of the Corporate Governance Committee	Baht 20,000/times/person	N/A
2.	Corporate Governance Committee	Baht 15,000/times/person	N/A

In this regards, the remuneration payment of the directors specified above shall not exceeding the capped amount stipulated below:

Positions	Monthly Remuneration exceeding
Chairman of the Board of Directors	Baht 60,000
Directors who also hold position in sub-committee	Baht 50,000
Directors who does not hold a position in sub-committee	Baht 30,000

In addition, since the Company deems appropriate that the determination of bonus of directors of the Company arising from the operation of the year 2015 should be fixed in the amount of not exceeding Baht 7,200,000. Moreover, the Board of Directors deems appropriate to propose to the shareholders' meeting to authorize the Nomination and Remuneration Committee to allocate such amount of money to each director and subcommittees within the budget as approved by the shareholders' meeting.

Opinion of the
Board of Directors:

The Board of Directors deems appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the determination of remuneration of the directors and subcommittee of the Company for the year 2016 in the amount of not exceeding Baht 4,800,000 and to determine the yearly bonus for the directors of the Company for the operating results of the year 2015 in the amount of not exceeding Baht 7,200,000 as per abovementioned details

Remark:

Resolution in this agenda shall be approved by at least two-third of the total votes of the shareholders attending the meeting.

Agenda 7

To consider and approve the appointment of the auditors and the determination of the audit fee for year 2016

Facts and Rationale:

According to Section 120 of the Public Limited Company Act and Article 36 of the Articles of Association of the Company prescribes that the Annual General Meeting of shareholders must appoint the auditors and determine the audit fee of the Company every fiscal year and the existing auditor may be re-appointed.

In this regard, the Board of Directors deems appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the appointment of auditors from EY Office to be auditors of the Company for the fiscal year ending December 31, 2016 in which any of the following auditors are being authorized to review and give opinion on the Company's financial statement, namely:

1. Mr. Khitsada Lerdwana; Certified Public Accountant (Thailand) No. 4958 (The auditor who has signed the financial statement of the Company for 4 years, since 2012); and/or
2. Miss Vissuta Jariyathanakorn; Certified Public Accountant (Thailand) No. 3853; and/or
3. Miss Manee Rattanabunnakit; Certified Public Accountant (Thailand) No. 5313

And to determine the audit fee of the Company and its subsidiaries for the fiscal year 2016 in the amount of not exceeding Baht 3,106,000 which is not included other non-audit fee).

Referring to the selection of auditors for the year 2016 as mentioned above, the Audit Committee of the Company has considered on the qualification and the experience of each auditor and has an opinion that EY Office is independent, skillful in auditing and the audit fee is propriety. Moreover, such 3 auditors do not have any relation or any interest in the Company, subsidiaries of the Company, directors, executives, major shareholders or his/her related persons.

In the case that the aforementioned auditors are unable to perform their duties, EY Office shall be authorized to appoint any of its auditors to be the auditor of the Company.

In this regard, the comparison of the auditor fee of the Company and its subsidiaries for the year 2016 and 2015 are detailed as follows:

Auditor Fee	2016 (proposed)	2015
Auditor Fee of the Company and its subsidiaries	In the amount not exceeding Baht 3,106,000	In the amount not exceeding Baht 2,066,000
Non-audit fee	none	none

In addition, the abovementioned auditing fee increases from the previous fiscal year ended in the amount of Baht 1,040,000 or equivalent to 50.3 percent due to the expansion of business of the Company. In this regards, the abovementioned audit fee does not include any non-audit fee.

However, the auditors of the subsidiaries of the Company are from the same auditing firm.

Opinion of the Board of Directors:

The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the appointment of the following auditors from EY Limited to be the auditors of the Company for the fiscal year ended December 31, 2016

1. Mr. Khitsada Lerdwana; Certified Public Accountant (Thailand) No. 4958; and/or
2. Miss Vissuta Jariyathanakorn; Certified Public Accountant (Thailand) No. 3853; and/or
3. Miss Manee Rattanabunnakit; Certified Public Accountant (Thailand) No. 5313

and approve the audit fee of the Company and its subsidiaries for the year 2016 in the amount of not exceeding Baht 3,106,000 as detailed above.

Remark:

Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their vote.

Since Agenda Item 8 – 13 to be proposed to the Shareholders' Meeting for their consideration are related to the issuance and offering of Warrants to issuing and offering of newly issued share for the directors, executives and employees of the Company which are under the conditional upon each other. Thus, if any of the said agenda items is not approved by this Shareholders' Meeting, it shall be deemed that the previous agenda items which were approved by this Shareholders' Meeting are cancelled and there shall be no further proposal of any agenda item for consideration by this Shareholders' Meeting.

Agenda 8

To consider and approve the decrease of register capital of the Company by Baht 2,760,018.70 from the current register capital of Baht 353,500,000 to Baht 350,739,981.30 by canceling all of 27,600,187 unissued shares of the Company with a par value of Baht 0.10 per share accommodated for the ESOP scheme No.1

Facts and Rationale:

Since the Company wishes to issue the newly issued shares to accommodate the Warrants to issuing and offering of newly issued share for the directors, executives and employees of the Company No. 2 (PLANB-WA) (“**Warrant PLANB-WA**”) in order to reward the dedication and to encourage directors, executives and/or employees of the Company to work. Thus, the Company has to increase the register capital. However, Section 136 of the Public Limited Company ACT and Article 14 of the Articles of Association of the Company provided that the Company may increase the amount of registered capital by the issuance of newly issued shares when all the shares have been completely issued and paid up in full unless the remaining shares were issued for the exercise of rights under convertible debentures or warrants of the Company; therefore, in order to comply with the respective laws, the Company shall decrease its registered capital from Baht 353,500,000 to Baht 350,739,981.30, by deducting the unissued shares in the amount of 27,600,187 shares with a par value of Baht 0.10 per share, remaining to reserve for the ESOP Scheme No. 1 which were approved at the Extraordinary General Meeting of Shareholders No.1/2014 dated December 11, 2014.

Opinion of the Board of Directors:

The Board of Directors deems it appropriate to propose to the shareholders’ meeting to consider and approve the decrease of the Company’s registered capital in the amount of Baht 2,760,018.70 from current register capital of Baht 353,500,000 to Baht 350,739,981.30, by deducting the unissued shares in the amount of 27,600,187 shares with a par value of Baht 0.10 per share.

Remark:

Resolution in this agenda shall be approved by not less than three-fourths of the total number of votes of shareholders attending the meeting and entitling to vote.

Agenda 9

To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the decrease of the Company’s registered capital

Facts and Rational:

In order to be in line with the decrease of the Company’s registered capital by cancelling the Company’s unissued shares as detailed in the Agenda Item 8 above, the Board of Directors deems appropriate to propose the shareholders’ meeting to consider and approve the amendment of Clause 4. of Memorandum of Association of the Company, by replacing with the following wordings. In this regard, the Company will empowers the person(s) authorized by the Board of Directors for the registration of the amendment of the Memorandum of Association at the Department of Business Development, the Ministry of Commerce, to amend or add words to such amended wordings as directed by the Registrar.

“Clause 4 Registered capital	350,739,981.30	Baht	(Three hundred and fifty million seven hundred and thirty nine thousand and nine hundred and eighty-one baht thirty satang)
Divided into	3,507,399,813	Shares	(Three billion five hundred and seven million three hundred and ninety nine thousand eight hundred and thirteen shares)
At a par value of	0.10	Baht	(Ten satang)
Divided into			
Ordinary shares	3,507,399,813	Shares	(Three billion five hundred and seven million three hundred and ninety nine thousand eight hundred and thirteen shares)
Preference shares		- Share” (-)	

Opinion of the Board of Directors:

The Board of Directors deems appropriate to propose to the Shareholders’ Meeting to consider and approve the amendment of Clause 4. of the Company’s Memorandum of Association, to be in line with the decrease of the Company’s registered capital, by canceling the Company’s unissued shares and approve the authorized person(s) approved by the Board of Directors to have a power to act for the registration of the amendment of the Memorandum of Association at the Department of Business Development, the Ministry of Commerce, to amend or add words to such amended wordings as directed by the Registrar as per abovementioned details.

Remark:

Resolution in this agenda item shall be approved by not less than three-fourths of the total number of votes of shareholders attending the meeting and entitling to vote.

Agenda 10

To consider and approve the issuing and offering of Warrants to issuing and offering of newly issued share for the directors, executives and employees of the Company No. 2 (PLANB-WA) in the amount of 30,000,000 units to allocate the directors, executives and/or employees under the Warrants to issuing and offering of newly issued share for the directors, executives and employees of the Company (under ESOP) scheme No. 2 at no cost

Facts and Rationale:

Due to the year 2015, the operating result of the Company was increased from the year 2014. One supporting factor arises from the work products from the directors, executives and employees of the Company. Thus, in order to grant reward and to encourage directors, executives and employees of the Company for their dedication in working with the Company. The Company then deems appropriate to propose to the shareholders' meeting to consider and approve the issuing and offering of Warrants PLANB-WA in the amount of 30,000,000 units to allocate the directors, executives and/or employees under the Warrants to issuing and offering of newly issued share for the directors, executives and employees of the Company (under ESOP) scheme No. 2 at no cost. The exercise ratio of Warrant PLANB-WA will be 1 warrant unit per 1 share and the exercise price will be at Baht 6.90 or equivalent to Baht 207,000,000 in total. The details of Key Features of Warrants to issuing and offering of newly issued share for the directors, executives and employees of the Company (under ESOP) scheme No. 2 are as per Enclosure 4 which was sent to the shareholders together with this Notice.

In this regard, the exercise price of the Warrant PLANB-WA equals to Baht 6.90 per share which is an appropriate price because it is higher than the market price. The reason is for encourage the directors, executives and employees to work for the Company and for the benefits of the Company and shareholders.

However, the Market Price means the weighted average price of the shares traded on the Stock Exchange of Thailand for 15 consecutive business days prior the day that Board of Directors' meeting approved to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the offering of the Warrant PLANB-WA and issuance of the newly issued shares for accommodating the said warrants, which was between January 28, 2016 to February 17, 2016, or equivalent to Baht 6.13 (information from SETTRADE contemplated in www.settrade.com of the Stock Exchange of Thailand).

Opinion of the Board of Directors:

The Board of Directors deems appropriate to propose to the Shareholders' Meeting to consider and approve the issuing and offering of Warrants to issuing and offering of newly issued share for the directors, executives and employees of the Company No. 2 (PLANB-WA) in the amount of 30,000,000 units to allocate the directors, executives and/or employees under the Warrants to issuing and offering of newly issued share for the directors, executives and employees of the Company (under ESOP) scheme No. 2 at no cost. Since the Board of Directors and the Nomination and Remuneration Committee opine that the issuance and offering of the Warrant PLANB-WA will encourage and compensate the working dedication of the directors, executives and/or employees and it will return that such persons will concentrate on their work for the benefit of the Company and shareholders. In addition, this will help to keep the high-profile persons who will dedicate their self for the benefit of the

Company in the future. However, the issuance and offering of the Warrant PLANB-WA will have an effects to the shareholders as per details contemplated in Key Features of Warrants to issuing and offering of newly issued share for the directors, executives and employees of the Company (under ESOP) scheme No. 2 are as per Enclosure 4. However, when comparing with the encouragement that will return to the directors, executives and/or employees and any other benefits which will arise from their work performance, the Company deems that it shall compensate such effects. In this regard, the Nomination and Remuneration Committee had given their opinion on the issuance and offering of Warrants to issuing and offering of newly issued share for the directors, executives and employees of the Company No. 2 (PLANB-WA) in the amount of 30,000,000 units to allocate the directors, executives and/or employees under the Warrants to issuing and offering of newly issued share for the directors, executives and employees of the Company (under ESOP) scheme No. 2 at no cost as detailed in Enclosure 5. Therefore, the Board of Directors then propose to the shareholders' meeting to consider and approve the issuance and offering of Warrants to issuing and offering of newly issued share for the directors, executives and employees of the Company No. 2 (PLANB-WA) in the amount of 30,000,000 units to allocate the directors, executives and/or employees under the Warrants to issuing and offering of newly issued share for the directors, executives and employees of the Company (under ESOP) scheme No. 2 at no cost as per abovementioned details.

Moreover, the Board of Directors propose to the shareholders' meeting to authorize 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 Warrant 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 Warrant PLANB-WA in so far as legally permissible or the same is not material e.g. date, time and method of the issuance and offering of the Warrant PLANB-WA, the exercise method of the Warrant 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 Warrant 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.

Remarks:

- A. Resolution to approve the allocation of Warrants PLANB-WA issued to director, executives and/or employees at this time shall be approved by not less than three-fourths of the total number of votes of shareholders attending the meeting and entitling to vote and there is no objection of at least 10 percent of total numbers of votes of shareholders attending the meeting and casting their vote to object pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 32/2551Re: Offer for Sale of Newly Issued Securities to Directors or Employees dated 15 December 2008.

- B. Resolution to approve the allocation of Warrants PLANB-WA issued to director, executives and/or employees in the amount exceeding 5 percent of total Warrants PLANB-WA issued at this time shall be approved by person-by-person basis and the votes shall not less than three-fourths of the total number of votes of shareholders attending the meeting and entitling to vote and there is no objection of at least 10 percent of total numbers of votes of shareholders attending the meeting and casting their vote to object pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 32/2551Re: Offer for Sale of Newly Issued Securities to Directors or Employees dated 15 December 2008. In this regard, there are two directors who will obtain the Warrant in the amount exceeding 5 percent of the total Warrant PLANB-WA, who are 1. Mr. Palin Lojanagosin as director, executive committee and chief executive officer and 2. Dr. Pinijsorn Luechaikajohnpan as director, executive committee and managing director.

Agenda 11

To consider and approve the increase of the registered capital of the Company in the amount of Baht 5,760,018.70 from the current registered capital of Baht 350,739,981.30 to the registered capital in the amount of Baht 356,500,000 by issued newly ordinary shares in the amount of 57,600,187 shares at the par value of Baht 0.10 per share

Facts and Rationale:

Since the Company shall issue the newly issued shares to accommodate the ESOP scheme No.1 as approved by the resolution of the Extraordinary General Meeting No.1/2014 held on December 11, 2014 and such shares have been cancelled by decreasing of registered capital of the Company as per details mentioned in Agenda Item 8 above. Moreover, the Company shall issue the newly ordinary shares to accommodate the issuing and offering of Warrant PLANB-WA in the amount of 30,000,000 units to allocate the directors, executives and/or employees under the Warrants to issuing and offering of newly issued share for the directors, executives and employees of the Company (under ESOP) scheme No. 2 at no cost. Thus, the Company shall increase the registered capital in the amount of Baht 5,760,018.70 from the current registered capital of Baht 350,739,981.30 to the registered capital in the amount of Baht 356,500,000 by issued newly ordinary shares in the amount of 57,600,187 shares at the par value of Baht 0.10 per share to substitute the ordinary shares that issued to accommodate the ESOP No.1 which was approved by the resolution of the Extraordinary General Meeting No.1/2014 held on December 11, 2014 and to accommodate the issuing and offering of Warrant PLANB-WA as abovementioned.

In this regard, the details of the capital increase and the objective of the capital increase and plan for utilizing proceeds received from the capital increase appeared in **Enclosure 7.**

Opinion of the Board of Directors:

The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the increase of the registered capital of the Company in the amount of Baht 5,760,018.70 from the current registered capital of Baht 350,739,981.30 to Baht 356,500,000 by issued newly ordinary shares in the amount of 57,600,187 shares at the par value of Baht 0.10 per share to substitute the ordinary shares that issued to accommodate the ESOP No.1 which

passed the resolution by the Extraordinary General Meeting No.1/2014 held on December 11, 2014 and to accommodate the issuing and offering of Warrant PLANB-WA as abovementioned.

Remark: Resolution in this agenda shall be approved by not less than three-fourths of the total number of votes of shareholders attending the meeting and entitling to vote.

Agenda 12 **To consider and approve the amendment of Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital**

Facts and Rationale: In order to be in line with the increase of the Company's registered capital as detailed in the Agenda Item 11 above, the Board of Directors deems appropriate to propose the shareholders' meeting to consider and approve the amendment of Clause 4. of Memorandum of Association of the Company, by replacing with the following wordings. In this regard, the Company will empowers the person(s) authorized by the Board of Directors for the registration of the amendment of the Memorandum of Association at the Department of Business Development, the Ministry of Commerce, to amend or add words to such amended wordings as directed by the Registrar.

“Clause 4	Registered capital	356,500,000	Baht	(Three hundred fifty six million and five hundred thousand baht)
	Divided into	3,565,000,000	Shares	(Three billion five hundred and sixty five million shares)
	At a par value of	0.10	Baht	(Ten satang)
	Divided into Ordinary shares	3,565,000,000	Shares	(Three billion five hundred and sixty five million shares)
	Preference shares		- Shares	(-)”

Opinion of the Board of Directors: The Board of Directors deems appropriate to propose to the Shareholders' Meeting to consider and approve the amendment of Clause 4. of the Company's Memorandum of Association, to be in line with the increase of the Company's registered capital as per abovementioned and approve the authorized person(s) approved by the Board of Directors to have a power to act for the registration of the amendment of the Memorandum of Association at the Department of Business Development, the Ministry of Commerce, to amend or add words to such amended wordings as directed by the Registrar.

Remark: Resolution in this agenda shall be approved by not less than three-fourths of the total number of votes of shareholders attending the meeting and entitling to vote.

Agenda 13

To consider and approve the allocation of newly issued ordinary shares

Facts and Rationale:

According to the capital increase of the Company described in Item 12 above. The Company then proposed to the shareholders' meeting to consider and approve the allocation of newly issued ordinary shares in the amount of 57,600,187 shares at the par value Baht 0.10 per share, as the following details:

1.1 The allocation of the newly issued ordinary shares not exceeding 27,600,187 shares at the par value of Baht 0.10 per share to accommodate the offering of newly issued securities to directors, executives and/or employees of the Company and/or its subsidiaries (ESOP), approved by the Extraordinary General Meeting of Shareholders No.1/2014 held on December 11, 2014.

Since this proportion of newly issued shares is issued to accommodate the unissued shares under the ESOP scheme No.1 as approved by the Extraordinary General Meeting of Shareholders No. 1/2014 held on December 11, 2014 which were cancelled by capital reduction. Details are contemplated in the Key Feature of the Scheme in relation to the offering of newly issued ordinary shares to directors, executives and employees of Plan B Media Public Company Limited and/or its subsidiaries (ESOP), as appeared in **Enclosure 6** which has been distributed to shareholders together with this Notice.

1.2 The allocation of newly issued ordinary shares not exceeding 30,000,000 shares at the par value of Baht 0.10 per share to accommodate for the exercise of Warrant PLANB – WA, as per detailed in the Key Feature of the Scheme in relation to the offering of newly issued securities to directors, executives and employees (ESOP) No.2, as appeared in **Enclosure 4**, and the capital increase form (F53-4), as appeared in **Enclosure 7** which has been distributed to shareholders together with this Notice.

Opinion of the Board of Directors:

The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the allocation of new ordinary shares from the capital increase of the Company as per abovementioned detailed.

Remark:

Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their vote.

Agenda 14

Other matters (if any)

Opinion of the Board of Directors:

The Board of Directors considered and deemed it appropriate to provide the shareholders an opportunity to propose matters other than agenda items as set out by the Board of Directors in the invitation letter for this Meeting. However such matters shall be subject to the criteria and method as required by law.

The Company determined the names of shareholders who have the right to attend the 2016 Annual General Meeting of Shareholders and entitle to receive dividend payment (Record Date) on March 4, 2016 and gathered the names of shareholders under section 225 of the Securities and Exchange Act B.E. 2535 (1992) by closing the share register book and suspending transfers of share on March 7, 2016. The

dividend payment date is on Thursday, May 19, 2016. In this regard, the dividend payment is uncertain and cannot proceed until the Company obtains the approval from the shareholders' meeting of the Company.

In addition, the Company has published the invitation letter for shareholder's meeting with enclosures on the Company's website at www.planbmedia.co.th and therefore hereby invites all shareholders to attend the 2016 Annual General Meeting of Shareholders on Thursday April 21, 2016 at 02.00 p.m. at Parichart Room, 3rd floor, Golden Tulip Sovereign Hotel Bangkok, No.92 Soi Saengcham, Rama 9 Rd. Bang Kapi, Huay Kwang, Bangkok. The map of the meeting venue is set out in **Enclosure 12**.

In the event that any shareholder is unable to attend the meeting in person and would like to appoint a proxy, such shareholder shall use either Proxy Form A or Proxy Form B. In the case where any foreign shareholder would like to appoint a custodian, such foreign shareholder shall use Proxy Form C as set out in **Enclosure 8**. In order to protect the rights and benefits of any shareholder who is unable to attend the meeting in person and would like to appoint an independent director of the Company as their proxy to attend the meeting and cast votes on its behalf, such shareholder can appoint a proxy by using Proxy Form B, stating the name of the independent director of the Company as listed and detailed in **Enclosure 9** and then submit the form attached with supporting documentation to the Department of Investor Relations, Plan B Media Public Company Limited, No. 1213/420 Soi LatPhrao 94, Srivara Road, Town In Town Village, Plubpla, Wangthonglang, Bangkok, 10310, Telephone No. (662) 530-8053-6 #201. In addition, in order for the Company to facilitate the verification of the documents, please submit all documentation to the Company by April 12, 2016.

It is recommended that the shareholders study the guidelines for registration, appointing proxy, documents and evidence required to be presented on the meeting date as set out in **Enclosure 11**. The Company will conduct the meeting in accordance with the Articles of Association of the Company, Chapter 6, the Meeting of Shareholders, as set out in **Enclosure 10**.

In order to facilitate the rapidity of registration of attendees at the 2016 Annual General Meeting of Shareholders, the Company will allow the shareholder and proxies to register their name from 12.00 a.m. on the meeting date at the Parichart Room, 3rd floor, Golden Tulip Sovereign Hotel Bangkok, No.92 Soi Saengcham, Rama 9 Rd., Bang Kapi, Huay Kwang, Bangkok. Furthermore, since the Company will implement the barcode system in the registration and counting of votes at this meeting, the shareholders and proxies are required to present the registration form as set out in separated Enclosure together with other documentation as set out in **Enclosure 11** on the meeting date.

In this regard, the Company has prepared and distributed the Annual Report 2015 and financial statements as at 31 December 2015 in CD-Rom format to the shareholders. However, if any shareholder would like to receive the Annual Report 2015 and financial statements as at 31 December 2015 in book format, please contact the Department of Investor Relations, Plan B Media Public Company Limited, 1213/420 Soi LatPhrao 94, Srivara Road, Town In Town Village, Plubpla, Wangthonglang, Bangkok, 10310, Telephone No. (662) 530-8053-6 #108.

Sincerely yours,

(Pol.Gen. Somchai Vanichsenee)
Chairman of the Board of Directors