

(Translation)

**Minutes of the Annual General Meeting for 2016**

**Of**

**Plan B Media Public Company Limited**

**Day, time and venue of the meeting**

The meeting was held on Thursday, 21 April 2016 at 14.00 p.m. at Parichart room, 3rd floor, Golden Tulip Sovereign Hotel, no. 92, Soi Saengcham, Rama 9 Road, Bangkok, Huay Kwang, Bangkok, 10320.

**Preliminary Proceedings**

Mr. Wacharapong Leethochawalit acting as the secretary of the meeting (“**secretary of the meeting**”), informed the meeting that according to Section 98 of the Public Company Act 1992 (including its amendment), (“**Public Company Act**”) and Article 31 of the Company’s Articles of Association, designated that the board of directors has to hold the annual general meeting within four months following the end of the fiscal year of the Company.

The board of directors resolved to convene the annual general meeting for 2016 on Thursday, 21 April 2016 at 02.00 p.m. at Parichart room, 3rd floor, Golden Tulip Sovereign Hotel, no. 92, Soi Saengcham, Rama 9 Road, Bangkok, Huay Kwang, Bangkok, 10320 to consider various matters according to the agenda as follows:

- Agenda 1 To consider and adopt the Minutes of the 2015 Annual General Meeting of Shareholders
- Agenda 2 To consider and acknowledge the operating results of the Company for the year 2015
- 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
- Agenda 4 To consider and approve the suspension of the allocation of the profit from the operating’s results of the Company for the fiscal year ended December 31, 2015 to be a reserve fund as prescribed by law since the Company has the legal reserve at least 10 percent of the register capital and the dividend payment declaration
- Agenda 5 To consider and approve the election of the Directors to replace those who completed the terms
- Agenda 6 To consider and approve the remuneration of the Directors of the Company for year 2016
- Agenda 7 To consider and approve the appointment of the auditors and the

determination of the audit fee for the fiscal year 2016

- Agenda 8 To consider and approve the decrease of registered 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 cancelling 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
- 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
- Agenda 10 To consider and approve the issuing and offering of Warrants to issue and offer 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 (ESOP) scheme No. 2 at no cost
- 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
- 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
- Agenda 13 To consider and approve the allocation of newly issued ordinary shares
- Agenda 14 Other matters (if any)

The Company has the total registered capital of 353,500,000 baht, or the paid-up capital of 350,739,981.30 baht, divided into the 3,507,399,813 common shares at the par value of 0.10 baht. There are 45 shareholders and 535 proxies attending at the meeting, altogether 580 persons, counted as 3,276,154,482 shares or 93.41 percent of the total issued shares of the Company which equals to, 3,507,399,813 shares, exceeding one-third of the entire issued shares. It constituted the quorum pursuant to Section 103 of the Public Company Act and Article 33 of the Company's Articles of Association, 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 issued shares.

However, before starting the agenda the secretary of the meeting had introduced 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 / Independent Director

2. Mr. Palin Lojanagosin Director/ Chief Executive Officer
3. Dr. Pinijsorn Luechaikajohnpan Director/ Managing Director
- 4 Mr. Tanate Lojanagosin Director
5. Mr. Jay Geoffrey Wacher Director
6. Mr. Adi Wardhana Sariaatmadja Director
7. Mr. Ekapak Nirapathpongporn Director
8. Dr. Pennapha Dhanasarnsilp Audit Committee Member / Independent Director
9. Mrs. Monluedee Sookpantararat Audit Committee Member / Independent Director

In this regard, there was no director absent and all directors attend the shareholders' meeting.

#### **Attending Executives**

1. Mr. Prasong Jarungbenjatham Chief Financial Officer

#### **Auditor of EY Office Company Limited**

1. Mr. Khitsada Lerdwana Certified Public Accountant No. 4958

#### **Legal Consultant of the Capital Law Office Company Limited**

1. Ms. Yaowarote Klinboon

Pursuant to Section 104 of the Public Company Act and Article 34 of the Company's Articles of Association, which prescribes the chairman of the board as chairman of the meeting; therefore, the secretary of the meeting would like to invite Pol. Gen Somchai Vanichsenee, chairman of the board, to act as chairman of the meeting ("**Chairman**") and welcome the shareholders and open the 2016 annual general meeting.

The Chairman of the meeting informed that there are shareholders and proxies attended the meeting and constitute the quorum as designated in the Company's Articles of Association. Thus, the Chairman then announced to the meeting constituted to consider the various matters as appeared in the invitation to shareholders for the 2016 annual general meeting. He had taken this opportunity to thank the shareholders and proxies who attended the 2016 annual general meeting today. 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 informed 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 Article 35 (1) of the Company's Article Association, 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 the Capital Law Office Company Limited, Ms. Woramon Kengtanosak, 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.

Chairman conducts the meeting according to the agenda as follows:

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

The Chairman assigned the secretary of the meeting to present the details of this agenda to the meeting.

The secretary of the meeting reported to the meeting that the Company had prepared its minutes, which the meeting held on 20 April 2015, with the details appear in the copy of the minutes of the 2015 Annual General Meeting , submitted to the shareholders by the letter of invitation to the meeting.

However, the Board of Directors’ meeting No.1/2016 viewed that the Minutes of the 2015 Annual General Meeting of Shareholders were correctly and completely recorded and deems appropriate to propose to the shareholders’ meeting to adopt the Minutes of the 2015 Annual General Meeting held on 20 April 2015. A resolution on this agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes.

The Chairman opened the opportunity for the shareholders to inquire on the matter, but it appeared that there was no inquire on this agenda.

Therefore, the Chairman proposed to the meeting to approve the 2015 Annual General Meeting of Shareholders, held on 20 April 2015, according to the proposed details above.

**Resolution of the Meeting**

The meeting considered and resolved to adopt the minutes of the 2015 Annual General Meeting of shareholders held on April 20, 2015, with the following voting results:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and casting their vote
Approved	2,879,053,597	100.0000
Disapproved	-	-
Abstained	400,328,200	-

- Remark:**
1. Resolution in this agenda shall be approved by the majority votes of the Shareholders attending the meeting and casting their votes.
  2. In this agenda, there were additional shareholders and proxies attending the meeting from the beginning of the meeting, holding the aggregate amount of shares equivalent to 3,227,315 shares, totaling 3,227,315 votes. Therefore, the total votes of the shareholders and proxies attending the meeting in this agenda are equal to 3,279,381,797 votes.

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

The Chairman assigned the secretary of the meeting to present details of this agenda to the meeting.

The secretary of the meeting reported to the meeting that The Company had summarized the operating results and the significant changes that occurred during the year 2015 in the annual report for the year 2015, as detailed in **Enclosure 2** which had been sent to the shareholders together with the invitation.

The Chairman requested Mr. Palin Lojanagosin, Chief Executive Officer, to present the operating results on the operations of the Company in the year 2015.

Mr. Palin Lojanagosin, Chief Executive Officer, presented the operating results of the Company in the year 2015 by reporting the meeting that in the year 2015, advertising industry has a sluggish growth in overall but the Company managed to sustain business growth in all major media as we constantly offer effective new media that are well-received by the market. This resulted in a drastic growth in sales revenue in 2015 of 47.7% to reach 2,170 million baht , gross profit equal to 821.8 million baht increasing of 55.9 % from year 2014 and EBITDA equaled to 893.7 million baht while the net profit heighten at the rate of 93% from last year to top 400 million baht. Moreover, presented the key development of the Company as follow:

- April 2015, partnered with Hello Bangkok LED Co., Ltd to join forces in extending Out-of-Home Media network.
- July 2015, acquired Triple Play Co., Ltd. to tap into advertising media business inside Suvarnabhumi Airport.
- October 2015, acquired Maxview Media Group Co., Ltd. to enhance the Company's capability in extending new Out-of-Home Media service to attain a national coverage and invested in 2000 Publishing and Media Co., Ltd.to diversify the Company's advertising media portfolio into print ads and electronic media to tap into high-value customer segment.
- November 2015, commenced on the Company's expansion in ASEAN region beyond Thailand via an investment in Sanctuary Billboards Sdn.Bhd., Malaysia.
- December 2015, acquired The One Plus Co., Ltd. to expand the Company's advertising media capacity inside airports for all 6 airports owned by Airports of Thailand (AOT)

Moreover, presents the revenue contribution of the Company for the year 2015 classify by the type of media as following details:

- In-Mall Media revenue in the amount of 53 million baht.
- Digital Media and Online Media revenue in the amount of 1,007 million baht.
- Static Media revenue in the amount of 589 million baht.
- Transit Media and Airport Media revenue in the amount of 504 million baht.

The Chairman opened the opportunity for the shareholders to inquire on the matter, but it appeared that there was no inquire on this agenda.

The Chairman requested the meeting to acknowledge the operating results of the Company for the year 2015.

**Resolution:**

The meeting acknowledges the operating results of the Company for the year 2015 with the proposed details.

**Remark:** this agenda was only for acknowledgement so the votes casting was not required.

**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**

The Chairman assigned the secretary of the meeting to present details of the meeting for this agenda.

The secretary of the meeting reports to the meeting that in order to be in accordance with Section 112 of the Public Company Act and Article 39 of the Articles of Association of the Company which prescribed 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 had 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 had been sent to the shareholders together with the invitation. Such financial statement and comprehensive income statement had 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 and can be summarized as,

- The Company's the financial statement and comprehensive income statement of the year 2015 was correctly prepared in accordance with the generally accepted accounting principle and the laws.
- The licensed auditor is EY Office who had performed their duty suitably.
- Some transactions that may have a conflict of interest in the year 2015 were reasonable and supported for the most benefit to the Company.

In this regard, the Chairman requested secretary of the meeting to present the details showing the financial status of the Company.

Secretary of the meeting presented the details showing the financial statement and comprehensive income statements are detailed as follow:



details	Consolidated		Separate	
	2015	2014	2015	2014
Financial Status (Unit: Million Baht)				
Total Assets	3,392.6	2,365.40	3,390.23	2,432.59
Total Liabilities	412.66	1,609.16	443.23	1,671.54
Shareholders' Equity	2,979.95	756.24	2,947.00	761.05
Operating Results (Unit: Million Baht)				
Income	2,170.08	1,468.91	2,229.49	1,506.91
Net Profit	400.21	206.58	384.44	198.54

The Chairman opened the opportunity for the shareholders to inquire and present a recommendation on the matter

Khun Jiraporn Amornphattarasil, shareholder, questioned regarding the impairment losses of investments as appeared in Page 11 of the financial statement and requested for the explanation on such item.

Dr. Pinijsorn Luechaikajohnpan, the managing director, explained that before the Company listed in the Stock Exchange of Thailand (IPO), the Company had acquired the other three companies. Regarding the acquisitions of those companies, the Company considered to record the value of the acquisitions as fair value which was higher than the true value of acquired assets. Therefore, the Company had to record these transactions as impairment losses of investment in order to comply with the accounting standard, which exclusively applied to the Company. However, the Company did not actually pay any money for such transactions.

Mr. Prasong Jarungbenjatham, Chief Financial Officer, additionally explained that fair value of the said transactions equaled to 292 million baht and the Company must record such loss as impairment losses of investments at the amount of 28 million baht since year 2013 to year 2020 and in the year 2021, such item will be recorded at 6 million baht.

After the Chairman opened the opportunity for the meeting to inquire an additional question and no other shareholders inquire anything else, so the Chairman proposed the meeting to consider approving the financial statement and the comprehensive income statements of the Company for the fiscal year ended December 31, 2015 according to the proposed details above.

**Resolution:**

The meeting considered and resolved to approve the financial statement and the comprehensive income statements of the Company for the fiscal year ended December 31, 2015 with the following voting results:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and casting their vote
Approved	3,279,382,602	100.0000
Disapproved	-	-
Abstained	-	-

- Remark:** 1. Resolution in this agenda shall be approved by the majority votes of the Shareholders attending the meeting and casting their votes.
2. In this agenda, there were additional shareholders and proxies attending the meeting from the beginning of the meeting, holding the aggregate amount of shares equivalent to 805 shares, totaling 805 votes. Therefore, the total votes of the shareholders and proxies attending the meeting in this agenda are equal to 3,279,382,602 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 the dividend payment declaration**

The Chairman assigned the secretary of the meeting to present the details to the meeting.

Secretary of the meeting reported the meeting that 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 profit 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 deemed 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 (Share)	3,507,399,813	3,495,000,000
3. Dividend per share (Baht)	0.07	0.01675
4. Total dividend (Baht)	245,517,986.91	43,500,000
5. Dividend payment ratio (Percent)	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.

The Board of Directors deemed 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 declaration 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.

The Chairman opens the opportunity for the shareholders to inquire on the matter, but it appeared that there was no inquire on this agenda.

Therefore, the Chairman proposed to the meeting to 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 the dividend payment, according to the proposed details above.

**Resolution:**

The meeting considered and resolved to 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 registered capital and the dividend payment rate of Baht 0.07 per share, amounting to 3,507,399,813 shares and totaling Baht 245,517,986.91, with the following voting results:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and casing their vote
Approved	3,279,382,603	100.0000
Disapproved	-	-
Abstained	-	-

In this regards, the Company shall pay the dividend to the shareholders who is entitled to receive the dividend payment on the Record Date which is scheduled on March 4, 2016 and the payment date for dividend is scheduled on May 19, 2016.

- Remark:**
1. Resolution in this agenda shall be approved by the majority votes of the Shareholders attending the meeting and casting their votes.
  2. In this agenda, there were additional shareholders and proxies attending the meeting from the beginning of the meeting, holding the aggregate amount of shares equivalent to 1 share, totaling 1 vote. Therefore, the total votes of the shareholders and proxies attending the meeting in this agenda are equal to 3,279,382,603 votes.

**Agenda 5 To consider and approve the election of the Directors to replace those who completed the term**

The Chairman informed the meeting that he is the director who completed the term. So, the Chairman assigned Mr. Palin Lojanagosin acting as chairman in this agenda.

Mr. Palin Lojanagosin assigned the secretary of the meeting to present the details to the meeting.

The secretary of the meeting reported to the meeting that 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 skilful 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 sent to shareholders together with the invitation.

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.

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 Sookpantararat Independent Director

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

Mr. Palin Lojanagosin opened the opportunity for the shareholders to inquire on the matter, but it appeared that there was no inquire on this agenda.

Therefore, Mr. Palin Lojanagosin proposed to the meeting to approve the election of the Directors to replace those who completed the term, according to the proposed details above.

### **Resolution of the Meeting**

The meeting considered and resolved to approve the appointment of three directors who will retire by rotation to be a director of the Company for another term by individual casting, with the following voting results:

- 5.1 Pol.Gen. Somchai Vanichsenee to be appointed as chairman of the board director, chairman of the Audit Committee and independent director of the Company:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and casing their vote
Approved	3,279,385,103	99.9998
Disapproved	5,000	0.0001
Abstained	-	-

- 5.2 Mrs. Pennapa Dhanasarnsilp to be appointed as director, audit committee and independent director of the Company:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and casting their vote
Approved	3,279,385,103	99.9998
Disapproved	5,000	0.0001
Abstained	-	-

- 5.3 Mrs. Monluedee Sookpantararat to be appointed as director, audit committee and independent director of the Company:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and casting their vote
Approved	3,279,390,103	100.0000
Disapproved	-	-
Abstained	-	-

- Remark:** 1. Resolution in this agenda shall be approved by the majority votes of the Shareholders attending the meeting and casting their votes.
2. In this agenda, there were additional shareholders and proxies attending the meeting from the beginning of the meeting, holding the aggregate amount of shares equivalent to 7,500 shares, totaling 7,500 votes. Therefore, the total votes of the shareholders and proxies attending the meeting in this agenda are equal to 3,279,390,103 votes.

**Agenda 6 To consider and approve the remuneration of the Directors of the Company for year 2016**

Secretary of the meeting requested Pol. Gen Somchai Vanichsenee acting as the Chairman in this agenda.

The Chairman assigned the secretary of the meeting to present the details to the meeting.

The secretary of the meeting reported to the meeting that 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 exceed the capped amount stipulated below:

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

In addition, the Company deemed 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 deemed 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.

The Board of Directors deemed 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

The Chairman opened the opportunity for the shareholders to inquire on the matter, but it appeared that there was no inquire on this agenda.

Therefore, the Chairman proposed to the meeting to approve the remuneration of the Directors of the Company for year 2016, according to the proposed details above.

**Resolution:**

The meeting considered and resolved to approve the remuneration of the directors for year 2016 and the determination of bonus of directors of the Company from the operation of the year 2015 in the amount of not exceeding Baht 7,200,000 and approved 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, with the following voting results:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting
Approved	3,249,284,403	99.0819
Disapproved	30,105,700	0.9180
Abstained	-	-

- Remark:** 1. Resolution in this agenda shall be approved by two-thirds of the total votes of shareholders and proxies attending the meeting.
2. In this agenda, no shareholder or proxy additionally attended the meeting from the beginning of the meeting. Therefore, total votes of all shareholders and proxies are equal to 3,279,390,103 votes in this agenda

**Agenda 7 To consider and approve the appointment of the auditors and the determination of the audit fee for year 2016**

The Chairman assigned Mr. Palin Lojanagosin to present the details to the meeting.

Mr. Palin Lojanagosin reported the meeting that 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 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 for the year 2016 and 2015 are detailed as follows:

<b>Auditor Fee</b>	<b>2016 (proposed)</b>	<b>2015</b>
Auditor Fee of the Company	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 increased 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 did not include any non-audit fee.

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

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

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

The Chairman opened the opportunity for the shareholders to inquire on the matter, but it appeared that there was no inquire on this agenda.

Therefore, the Chairman proposed to the meeting to approve the appointment of the auditors and the determination of the audit fee for year 2016, according to the proposed details above.

**Resolution:**

The meeting considered and resolved to approve the appointment of the auditors and the determination of the audit fee for year 2016, with the following voting results:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and casting their vote
Approved	3,279,390,103	100.0000
Disapproved	-	-
Abstained	-	-

- Remark:**
1. Resolution in this agenda shall be approved by the majority votes of the Shareholders attending the meeting and casting their votes.
  2. In this agenda, no shareholder or proxy additionally attended the meeting from the beginning of the meeting. Therefore, total votes of all shareholders and proxies are equal to 3,279,390,103 votes in this agenda

*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 canceled 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

The Chairman assigned Mr. Palin Lojanagosin to present the details to the meeting.

Mr. Palin Lojanagosin reported the meeting that 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.

The Board of Directors deemed 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 27,006,187 shares with a par value of Baht 0.10 per share.

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

Therefore, the Chairman proposed to the meeting to 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, according to the proposed details above.

**Resolution:**

The meeting considered and resolved to 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 with the following voting results:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and entitled to vote
Approved	3,279,413,103	99.9998
Disapproved	5,000	0.0001
Abstained	-	-

- Remark:**
- Resolution in this agenda shall be approved by two-thirds of the total votes of the Shareholders attending the meeting and entitled to votes.
  - In this agenda, there are additional shareholders and proxies attending the meeting from the beginning of the meeting, holding the aggregate amount of shares equivalent to 28,000 shares, totaling 28,000 votes. Therefore, the total votes of the shareholders and proxies attending the meeting in this agenda are equal to 3,279,418,103 votes.

**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**

The Chairman assigned Mr. Palin Lojanagosin to present the details to the meeting.

Mr. Palin Lojanagosin reported the meeting that 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”	(-)

The Board of Directors deemed 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 cancelling 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.

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

Therefore, the Chairman proposed to the meeting to 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, according to the proposed details above.

**Resolution:**

The meeting considered and resolved to 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 and approved the authorized person(s) who 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, with the following voting results:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and entitled to vote
Approved	3,279,413,603	99.9998
Disapproved	5,000	0.0001
Abstained	-	-

- Remark:**
1. Resolution in this agenda shall be approved by two-thirds of the total votes of the Shareholders attending the meeting and entitled to vote.
  2. In this agenda, there were additional shareholders and proxies attending the meeting from the beginning of the meeting, holding the aggregate amount of shares equivalent to 500 shares, totaling 500 votes. Therefore, the total votes of the shareholders and proxies attending the meeting in this agenda are equal to 3,279,418,603 votes.

## 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**

The Chairman assigned Mr. Palin Lojanagosin to present the details to the meeting.

Mr. Palin Lojanagosin reported the meeting that 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 proposed 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.

This agenda shall be approved with the following voting results:

- 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.

In this regard, directors who are shareholders and entitled to allocate the said Warrant are interested person in this agenda, so that they are not entitled to vote in this agenda.

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

Therefore, the Chairman proposed to the meeting to 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, according to the proposed details above.

### **Resolution:**

The meeting considered and resolved to 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. In this regard, 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. Details are as follows:

- 10.1 Approved 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, with the following voting results:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and entitled to vote
Approved	1,205,550,584	99.9995
Disapproved	5,000	0.0004
Abstained	-	-

**Remark:** 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.

10.2 Approved the allocation of Warrants PLANB-WA issued to Mr. Palin Lojanagosin as director, Executive Committee and Chief Executive Officer who entitled to be offered more than 5 percent of total Warrants PLANB-WA issued at this time, with the following voting results:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and entitled to vote
Approved	1,562,079,995	95.8939
Disapproved	66,885,600	4.1060
Abstained	-	-

**Remark:** 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 5 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. The resolution to approve

the allocation of Warrants of PlanB-WA issued to such two directors shall be approved by person-by-person basis.

- 10.3 Approved the allocation of Warrants PLANB-WA issued to Dr. Pinijsorn Luechaikajohnpan as director, a member of Executive Committee and Managing Director who entitled to be offered more than 5 percent of total Warrants PLANB-WA issued at this time, with the following voting results:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and entitled to vote
Approved	2,816,455,579	97.6802
Disapproved	66,885,600	2.3197
Abstained	-	-

**Remark:** 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 5 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. The resolution to approve the allocation of Warrants of PlanB-WA issued to such two directors shall be approved by person-by-person basis.

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 encouraging 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](http://www.settrade.com) of the Stock Exchange of Thailand).

Moreover, the Board of Directors proposed 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.

**Remark:** In this agenda, no shareholder or proxy additionally attended the meeting from the beginning of the meeting. Therefore, total votes of all shareholders and proxies were equal to 3,279,418,603 votes in this agenda.

**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**

The Chairman assigned Ms. Yaowarote Klinboon, independent legal advisor, to present the details to the meeting.

Ms. Yaowarote Klinboon reported the meeting that 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** which had been sent to shareholders together with the invitation.

The Board of Directors deemed 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.

The Chairman opened the opportunity for the shareholders to inquire on the matter, but it appeared that there was no inquire on this agenda.

Therefore, the Chairman proposed to the meeting to 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, according to the proposed details above.

**Resolution:**

The meeting considered and resolved to 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, with the following voting results:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and entitled to vote
Approved	3,279,413,603	99.9998
Disapproved	5,000	0.0001
Abstained	-	-

**Remark:** 1. Resolution in this agenda shall be approved by three-fourths of the total votes of the Shareholders attending the meeting and entitled to vote.

2. In this agenda, no shareholder or proxy additionally attended the meeting from the beginning of the meeting. Therefore, total votes of all shareholders and proxies are equal to 3,279,418,603 votes in this agenda.

**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**

The Chairman assigned Ms. Yaowarote Klinboon, independent legal advisor, to present the details to the meeting.

Ms. Yaowarote Klinboon reported the meeting that 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 fivemillion 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	(-)”

The Board of Directors deemed 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.

The Chairman opened the opportunity for the shareholders to inquire on the matter, but it appeared that there was no inquire on this agenda.

Therefore, the Chairman proposed to the meeting to 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, according to the proposed details above.

**Resolution:**

The meeting considered and resolved to 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 and approved the authorized person(s) who 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, with the following voting results:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and entitled to vote
Approved	3,279,413,603	99.9998
Disapproved	5,000	0.0001
Abstained	-	-

- Remark:** 1. Resolution in this agenda shall be approved by two-thirds of the total votes of the Shareholders attending the meeting and entitled to vote.
2. In this agenda, no shareholder or proxy additionally attended the meeting from the beginning of the meeting. Therefore, total votes of all shareholders and proxies are equal to 3,279,418,603 votes in this agenda

**Agenda 13 To consider and approve the allocation of newly issued ordinary shares**

The Chairman assigned Ms. Yaowarote Klinboon, independent legal advisor, to present the details to the meeting.

Ms. Yaowarote Klinboon reported the meeting that 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 sent to shareholders together with the invitation.

- 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 sent to shareholders together with the invitation.

The Board of Directors deemed appropriate to propose to the shareholders' meeting to consider and approve the allocation of new ordinary shares in the amount of 57,600,187 shares at the par value of Baht 0.10 per share as per abovementioned detailed.

The Chairman opened the opportunity for the shareholders to inquire on the matter, but it appeared that there was no inquire on this agenda.

Therefore, the Chairman proposed to the meeting to approve the allocation of newly issued ordinary shares, according to the proposed details above.

**Resolution:**

The meeting considers and resolves to 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:

- 13.1 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.

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 canceled by capital reduction.

- 13.2 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 with the following voting results:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and casting their votes
Approved	3,272,116,403	99.9998
Disapproved	5,000	0.0001
Abstained	7,297,700	-

- Remark:** 1. Resolution in this agenda shall be approved by the majority votes of the Shareholders attending the meeting and casting their votes.
2. In this agenda, there were additional shareholders and proxies attending the meeting from the beginning of the meeting, holding the aggregate amount of shares equivalent to 500 shares, totaling 500 votes. Therefore, the total votes of the shareholders and proxies attending the meeting in this agenda are equal to 3,279,419,103 votes.

#### Agenda 14 Other matters (if any)

The Chairman opened 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 reported 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.

Khun Jiraporn Amornpattharasilp, an investor from Thai Investors Association, questioned that as the Company did not declare the anti-corruption policy. What is the plan of the Company for this matter?

The Chairman explained to the shareholders that the Company has the plan for this matter and will propose to the Board of Director's meeting to determine the details of this plan in the next meeting.

After the Chairman opened 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 request Dr. Pinijsorn Luechaikajohnpan to inform the meeting regarding the Company's plan in year 2016 for acknowledgement.

Dr. Pinijsorn Luechaikajohnpan reported the meeting that in the year 2015, advertising industry has a sluggish growth in overall but the Company could expand our business and managed to sustain business growth with the high level by our strong and dedicated team who never cease to develop new communication channels and effect to the Company's business in the year 2015 constantly expand in all media.

In the year 2015, the Company reinforced network of large-sized static media and digital media by extend a partnership with Hello Bangkok LED Co., Ltd. and the Company expanded our media into the airport media by acquisitions of Triple Play Co., Ltd. and The One Plus Co., Ltd. Moreover, to boost our capacity in sourcing and developing new media on a national scale, the Company also acquired Maxview Media Group Co., Ltd.

The Company aimed to diversify our media service offering as well as scout for new marketing channels through online media development to better serve different lifestyles of consumers. Moreover, the Company continues to expand into strategic locations throughout the country and lay a strong foundation for our expansion into ASEAN region beyond Thailand with the goal to become a media leader in ASEAN in 2020. Recently, the Company has set its first strong foothold in foreign markets through its investment in Malaysia last year.

There was any additional question, so the Chairman thanked all the shareholders who sacrificed their time to attend the meeting together with beneficial recommendations to the meeting and adjourned the 2016 annual general meeting.

The meeting was adjourned at 3.45 p.m.

Signed Pol. Gen. \_\_\_\_\_

(Pol. Gen Somchai Vanichsenee)  
Chairman of the Meeting

Signed \_\_\_\_\_

(Mr. Prasong Jarungbenjatham)

Chief Financial Officer

Author of the Minutes of the Meeting