

(Translation)

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

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March 29, 2017

Re: Invitation to the 2017 Annual General Meeting of Shareholders

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

- Enclosures:
1. Copy of Minutes of the 2016 Annual General Meeting of Shareholders held on April 21, 2016;
  2. An annual report for the year 2016 and copy of the financial statement and the comprehensive income statements of the Company for the fiscal year ended December 31, 2016 in CD-Rom format;
  3. Profiles of the directors who will retired by rotation and the nominated directors being proposed for re-election;
  4. Proxy Forms (Form A, Form B and Form C);
  5. Profiles of the independent directors for the appointment of proxy by shareholders;
  6. Articles of Association relating to the meeting of shareholders;
  7. Guideline for the registration, the appointment of proxy, documents and evidences required for attendants to present on the date of the meeting;
  8. Map of the venue.

By this letter, Plan B Media Public Company Limited (“**Company**”) would like to inform you that the Board of Directors’ Meeting no. 1/2017 of the Company resolved to convene the 2017 Annual General Meeting of Shareholders on April 20, 2017, at 03.00 p.m., at Rama IX room, 6th floor SC Park Hotel, 474 Praditmanutham Rd., Wangthonglang, Bangkok 10310 to consider the following agenda items:

**Agenda 1**                      **To consider and adopt the Minutes of the 2016 Annual General Meeting of Shareholders**

**Facts and Rationale:**        The Company had held the 2016 Annual General Meeting of Shareholders on April 21, 2016 and had also prepared the Minutes of the 2016 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 2016 Annual General Meeting of Shareholders held on April 21, 2016 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**.

**Agenda 2**

**To consider and acknowledge the operating results of the Company for the year 2016**

**Facts and Rationale:**

The Company has summarized the operating results for the year 2016 and the significant changes that occurred during the year 2016 in the annual report for the year 2016, 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 2016 and the significant changes that occurred during the year 2016 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, 2016**

**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 2016 for the fiscal year ended December 31, 2016 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 2016 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 2016 for fiscal year ended December 31, 2016 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 election of directors to replace the directors who will be retired by rotation**

**Facts and Rationale:**

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



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 2017 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	2017 Monthly Remuneration	2016 Monthly Remuneration
1.	Chairman of the Board of Directors	Baht 50,000 per month	Baht 40,000 per month
2.	Director	Baht 30,000 per month	Baht 30,000 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	2017 Monthly Remuneration	2016 Monthly Remuneration
1.	Chairman of the Audit Committee	Baht 30,000 per month	Baht 30,000 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 2017	Meeting Allowance for the year 2016
1.	Chairman of the Nomination and Remuneration Committee	Baht 20,000/times/ person	Baht 20,000/times/ person
2.	Nomination and Remuneration Committee	Baht 15,000/times/ person	Baht 15,000/times/ person

**Remuneration of Risk Management Committee of the Company**

No.	Position	Meeting Allowance for the year 2017	Meeting Allowance for the year 2016
1.	Chairman of the Risk Management Committee	Baht 20,000/times/person	Baht 20,000/times/person
2.	Risk Management Committee	Baht 15,000/times/person	Baht 15,000/times/person

**Remuneration of Corporate Governance Committee of the Company**

No.	Position	Meeting Allowance for the year 2017	Meeting Allowance for the year 2016
1.	Chairman of the Corporate Governance Committee	Baht 20,000/times/person	Baht 20,000/times/person
2.	Corporate Governance Committee	Baht 15,000/times/person	Baht 20,000/times/person

In addition, the Company deems appropriate to determine bonus of directors of the Company of the year 2017 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 bonus 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 2017 Annual General Meeting of Shareholders to consider and approve the determination of remuneration of the directors and subcommittee of the Company for the year 2017 in the amount of not exceeding Baht 4,800,000 and to determine the yearly bonus for the directors of the Company of the year 2017 in the amount of not exceeding Baht 7,200,000 same as annual general meeting 2016 resolution as per abovementioned details

Remark:

Resolution in this agenda shall be approved by not less than two-third of the total votes of the shareholders attending the meeting.

**Agenda 6**

**To consider and approve the appointment of the auditors and the determination of the audit fee for year 2017**

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 2017 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 ended December 31, 2017 in which any of the following auditors are being authorized to review and give opinion on the financial statement of the Company, namely:

1. Mr. Khitsada Lerdwana; Certified Public Accountant (Thailand) No. 4958 (The auditor who has signed the financial statement of the Company for 2 years, since 2015); and/or
2. Miss Vissuta Jariyathanakorn; Certified Public Accountant (Thailand) No. 3853
3. Miss Manee Rattanabunnakit; Certified Public Accountant (Thailand) No. 5313

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.

The auditors of the subsidiaries of the Company are from the same auditing firm.

It is also deemed appropriate to propose to the shareholders' meeting to determine the audit fee of the Company and its subsidiaries for the fiscal year 2017 in the amount of not exceeding Baht 3,886,000 which is not included non-audit fee), as detailed below:

<b>Audit Fee</b>	<b>2017 (proposed)</b>	<b>2016</b>
Audit Fee of the Company and subsidiaries	In the amount not exceeding Baht 3,886,000	In the amount not exceeding Baht 3,106,000
Non-audit fee	none	none

The abovementioned auditing fee increases from the previous fiscal year ended in the amount of Baht 780,000 or equivalent to 25.11 percent due to the expansion of business of the Company. In this regards, the abovementioned audit fee does not include any non-audit fee.

In consideration of the selection of auditors and determination of auditor fee as mentioned above, the Audit Committee of the Company determined the auditors by considering 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.

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, 2017

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 2017 in the amount of not exceeding Baht 3,886,000 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 7 – 9 to be proposed to the Shareholders' Meeting for their consideration are related to the cancellation of 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 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 7

**To consider and approve the cancellation of the issuing and offering of Warrants to purchase the ordinary shares of the Company for the directors, executives and employees of the Company No. 2 (PLANB-WA) in the amount of 30,000,000 units under the Scheme in relation to the offering of newly issued securities to directors, executives and employees of the Company No. 2**

Facts and Rationale:

The 2016 Annual General Meeting held on April 21, 2016 was resolved to approve the issuing and offering of Warrants to purchase the ordinary shares of the Company for the directors, executives and employees of the Company No. 2 (PLANB-WA) (the “**Warrants PLANB-WA**”) under the Scheme in relation to the offering of newly issued securities to directors, executives and employees of the Company No. 2 (collectively regarded as “**ESOP Scheme No. 2**”), and approved the increase of registered capital and the allocation of newly issued ordinary shares as detailed in agenda 10 to agenda 13 of **Enclosure 1**.

However, the Company viewed that ESOP Scheme No. 2 has an impact on the recognition on expense under the financial reporting standards No. 2 regarding Shares-based Payment. As a result, the Company must recognize expense related to the granting of right higher than expected of which impacts on the target and the growth rate of the earning of the Company and its shareholders directly. Thus, the Company has an intention to cancel the ESOP Scheme No. 2 for the best benefit of the Company and shareholders. The Company shall determine the proper way to build a sense of commitment and ownership to directors, executives, and employees of the Company and/or its subsidiaries to

retain the valued personnel of the Company in the future.

Opinion of the  
Board of Directors:

The Board of Directors deems it appropriate to propose to the shareholders' meeting to approve the cancellation of ESOP Scheme No.2, the increase of registered capital and the allocation of newly issued ordinary shares which were approved by the 2016 Annual General Meeting of Shareholders as detailed above.

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, and no shareholder(s) holding an aggregate shareholding of more than ten percent of the votes of the shareholders attending the meeting vote opposition this agenda

Agenda 8

**To consider and approve the decrease of registered capital of the Company by Baht 3,000,000 from the current registered capital of Baht 356,500,000 to Baht 353,500,000 by deducting 30,000,000 unissued shares, which were allocated to accommodate the Scheme in relation to the offering of newly issued securities to directors, executives and employees of the Company No. 2**

Facts and Rational:

As the Company has an intention to cancel Warrants PLANB-WA under the ESOP Scheme No. 2 as detailed in the Agenda 8. Therefore, the Company is required to decrease the registered capital of the Company by Baht 3,000,000 from the current registered capital of Baht 356,500,000 to Baht 353,500,000, by deducting the unissued shares in the amount of 30,000,000 shares with a par value of Baht 0.10 per share, which were issued to accommodate the issuance and offering of Warrants PLANB-WA under the ESOP Scheme No. 2 which was approved by the 2016 Annual General Meeting on April 21, 2016

In this regard, after the capital decrease, the registered capital of the Company shall be Baht 353,500,000, divided into 3,535,000,000 ordinary shares with a par value of Baht 0.10 per share in which such shares shall be composed of (1) fully paid-up registered ordinary share of 3,516,130,482 shares, and (2) ordinary share which was allocated to accommodate the exercise of the rights under the Warrants to Purchase newly issued share for Directors, Executives, and/or Employees of the Company and/or its subsidiaries (ESOP) which was approved by the Extraordinary General Meeting No.1/2014 on December 11, 2014 of 18,869,518 shares.

Opinion of the  
Board of Directors:

The Board of Directors deems it appropriate to propose to the shareholders' meeting to approve the decrease of registered capital of the Company by Baht 3,000,000 from the current registered capital of Baht 356,500,000 to Baht 353,500,000 by deducting 30,000,000 unissued shares, which were allocated for accommodating the ESOP Scheme No.2 as detailed above.

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 9

**To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in compliance with the decrease of the 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 9 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	353,500,000	Baht	(Three hundred and fifty three million five hundred thousand baht)
	Divided into	3,535,000,000	Shares	(Three billion five hundred and thirty-five million shares)
	At a par value of	0.10	Baht	(Ten satang)
	Divided into			
	Ordinary shares	3,535,000,000	Shares	(Three billion five hundred and thirty-five million 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 capital decrease, 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 dividend payment and the allocation of profit from the operating results of the Company to be a legal reserve.**

Facts and Rationale:

According to Section 115 of the Public Company Act and Article 44 of the Articles of Association of the Company, the Company shall not pay dividends other than out of profits and dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution. In this regard, the Company has net profit (after deducting the corporate income tax)

according to the Company's standalone financial statements from business operation results for the year 2016 in the amount of Baht 243,991,427 or equivalent to Baht 0.07 per share. Thus, the Company deems appropriate to propose to the 2017 Annual General Meeting of Shareholders to consider and approve the dividend payment from the operating results of the Company for the fiscal year ended December 31, 2016 in the total amount of Baht 123,064,566.87 at the rate of Baht 0.035 per share, or equivalent to 50.44 percent of the net profit (after deducting the corporate income tax) according to the Company's standalone financial statements from operating results for the fiscal year ended December 31, 2016. In addition, this dividend payment shall be made in accordance with the dividend payment policy of the Company stating that the Company shall distribute the dividend to the shareholders at the rate of not less than 50 percent of the net profit after deducting the corporate income tax of the Company's standalone financial statements and after statutory reserve each year.

In addition, the comparison of the dividend payment rate of the Company is detailed as follows:

No.	Details of the dividend payment	Year 2017 (proposed)	Year 2016
1.	Net profit (Baht per share)	0.07	0.12
2.	Total Issued shares of the Company	3,516,130,482	3,507,399,813
3.	Dividend per share (Baht)	0.035	0.07
4.	Total dividend (Baht)	123,064,566.87	245,517,986.91
5.	Dividend payment ratio	50.44	61.3

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

Comparing the rate of dividend payment from the operating results of the Company for the year 2016 to the year 2017, the dividend payment decreases from last year by Baht 122,453,420.04.

In this regard, the Company shall distribute the dividend to shareholders of the Company whose names are appeared in the share register book on the date for determination of the names of shareholders who are entitled to receive dividend payment (Record Date) on March 3, 2017, and the date for gathering the names of shareholders who are entitled to receive dividend payment under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book on March 6, 2017. The date for dividend payment is determined on May 18, 2017, provided that approval on this agenda is being granted from the 2017 Annual General Meeting of Shareholders.

In addition, 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 shall not allocate profits from the operation of the Company as the reserve fund in the year 2017

Opinion of the  
Board of Directors:

The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the dividend payment for the operating results for the fiscal year ended December 31, 2016 at the dividend payment rate of Baht 0.035 per share, totaling Baht 123,064,566.87 and the allocation of profit from the operating results of the Company in 2016 to be a legal reserve 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.

**Agenda 11**

**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 2017 Annual General Meeting of Shareholders and entitle to receive dividend payment (Record Date) on March 3, 2017 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 6, 2017. The dividend payment date is on May 18, 2017. 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](http://www.planbmedia.co.th) and therefore hereby invites all shareholders to attend the 2017 Annual General Meeting of Shareholders on April 20, 2017 at 03.00 p.m. at Rama IX room, 6th floor SC Park Hotel, 474 Praditmanutham Rd., Wangthonglang, Bangkok 10310. The map of the meeting venue is set out in **Enclosure 8**.

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 4**. 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 5** 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 (Panchamitra), Plubpla, Wangthonglang, Bangkok, 10310, Telephone No. (662) 530-8053-6. In addition, in order for the Company to facilitate the verification of the documents, please submit all documentation to the Company by April 11, 2017.

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 7**. 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 6**.

In order to facilitate the rapidity of registration of attendees at the 2017 Annual General Meeting of Shareholders, the Company will allow the shareholder and proxies to register their name from 01.00 p.m. on the meeting date at Rama IX room, 6th floor SC Park Hotel, 474 Praditmanutham Rd., Wangthonglang, 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 7** on the meeting date.

In this regard, the Company has prepared and distributed the Annual Report 2016 and financial statements as at 31 December 2016 in CD-Rom format to the shareholders. However, if any shareholder would like to receive the Annual Report 2016 and financial statements as at 31 December 2016 in book format, please contact the Department of Investor Relations, Plan B Media Public Company Limited, 1213/420 Soi LatPhrao 94 (Panchamitra), Plubpla, Wangthonglang, Bangkok, 10310, Telephone No. (662) 530-8053-6.

Sincerely yours,

Pol.Gen

(Somchai Vanichsenee)  
Chairman of the Board of Directors