

(Translation)

Minutes of the 2017 Annual General Meeting of Shareholders

Of

Plan B Media Public Company Limited

Day, time and venue of the meeting

The 2017 Annual General Meeting of Shareholders of Plan B Media Public Company Limited (the “**Company**”) was held on April 20, 2017 at 03.00 p.m. at Rama IX room, 6th floor SC Park Hotel, located at no.474 Praditmanutham Road, Wangthonglang Sub-District, Wangthonglang District, Bangkok 10310.

Preliminary Proceeding

Mr. Kasemsan Itthithamwinit, acting as the secretary of the meeting (“**secretary of the meeting**”), informed the meeting that according to Section 98 of the Public Limited Company Act B.E. 2535 (as amended) (“**Public Limited Company Act**”) and Article 31 of the Articles of Association of the Company, it is specified that the Board of Directors shall call a shareholders’ meeting which is an annual ordinary general meeting of shareholders within 4 months from the end of every fiscal years of the Company.

The Board of Directors 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, located at no. 474 Praditmanutham Road, Wangthonglang Sub-District, Wangthonglang District, Bangkok 10310 to consider the following agenda items:

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| Agenda 1 | To consider and adopt the Minutes of the 2016 Annual General Meeting of Shareholders; |
| Agenda 2 | To consider and acknowledge the report on the operating results of the Company for the year 2016; |
| 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; |
| Agenda 4 | To consider and approve the election of directors to replace the directors who will retire by rotation; |
| Agenda 5 | To consider and approve the determination of the remuneration of directors of the Company for year 2017; |
| Agenda 6 | To consider and approve the appointment of the auditors and the determination of the audit fee for year 2017; |
| Agenda 7 | To consider and approve the cancellation of the issuing and offering of Warrants to purchase the ordinary shares of the Company to 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; |

- 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;
- 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 of the Company;
- 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; and
- Agenda 11 Other Matters (if any).

The Company had a total registered capital of Baht 356,500,000, and the paid-up capital of Baht 351,613,048.20, divided into 3,516,130,482 shares with a par value of Baht 0.10 each. There were 31 shareholders present in person, and 536 shareholders present by proxy, totaling of 567 shareholders, holding an aggregate of 3,292,385,324 shares, representing 93.6366 percent of the total issued shares of the Company. A quorum was constituted according to Section 103 of Public Limited Company Act and Article 33 of the Articles of Association of the Company, which specified that a quorum shall consist of the presence of the shareholders and proxies (if any) of at least twenty-five persons or at least half of the total number of shareholders. The quorum of the shareholders' meeting shall be constituted when such shareholders hold the shares in an aggregate of at least one-third of the total number of the shares sold.

In addition, before commencement of each agenda item, the secretary of the meeting had introduced the directors and meeting attendees as follows:

Directors Present at the Meeting

1. Pol. Gen Somchai Vanichsenee Chairman of the Board / Chairman of the Audit Committee /
Independent Director /
Chairman of the Corporate Governance Committee
2. Mr. Palin Lojanagosin Director / Chairman of the Executive Committee
3. Dr. Pinijsorn Luechaikajohnpan Director / Managing Director
4. Ms. Pennapha Dhanasarnsilp Audit Committee Member / Independent Director
5. Mrs. Monluedee Sookpantararat Audit Committee Member / Independent Director
6. Mr. Ekkapak Nirapathpongporn Director
7. Mr. Tanate Lojanagosin Director

In this regard, Mr. Jay Jeffrey Wachter was absent.

Executives Present at the Meeting

1. Mr. Prasong Jarungbenjatham Chief Financial Officer
2. Ms. Phakwan Wongphontawee Chief Business Development Officer
3. Mr. Nattawut Uyaisom Chief Operating Officer

Other Attendees

1. Mr. Khitsada Lerdwana Auditor from EY Office Limited
2. Ms. Yaowarote Klinboon Legal Advisor from Capital Law Office Company Limited
3. Mr. Tongtod Panglad Representative from Thai Investors Association

According to Section 104 of the Public Limited Company Act and Article 34 of the Articles of Association of the Company, it is specified that the chairman of the Board of Directors shall be the chairman of the shareholders' meeting; therefore, the secretary meeting invited Pol. Gen Somchai Vanichsenee, the chairman of the Board of Directors, to act as the chairman of the meeting (the "**Chairman**"). The Chairman then welcomed all shareholders to the 2017 Annual General Meeting of Shareholders.

The Chairman informed the meeting that the numbers of shareholders and proxies attending the meeting constituted a quorum as specified in the Articles of Association of the Company. The Chairman then declared the meeting open and proceeded to conduct the meeting in accordance with the agenda item as specified in the invitation to the 2017 Annual General Meeting of shareholders of the Company, and assigned the secretary of the meeting to proceed the conduct of the meeting and explain the meeting regarding voting procedures and vote count methods in accordance with the criteria designated by the Company, and to propose each agenda item to the meeting thereafter.

In order that the conduct of the meeting be in accordance with the principle of good corporate governance, the secretary of the meeting informed the meeting regarding the voting procedures and vote count methods for acknowledgement as follows.

1. Regarding the casting of votes in the meeting, each shareholder has number of votes equal to the number of his/her shareholding, where one share equals to one vote.
2. Shareholders attending the meeting in person and by proxy, appointed in the form as required by law, shall follow the following voting procedures.

Before voting in each agenda, the shareholders shall sign the ballots for the purpose of the transparency in voting.

Regarding the voting in all agendas, if there is no disapproval or abstention of votes, it shall be deemed that the shareholders approve or agree with the proposed resolution. Any shareholder who disapprove or abstain shall cast their votes in the ballots provided by the Company and raise their hands in order that the staff shall proceed to collect the ballots from the shareholders.

Regarding the vote counting, the Company shall deduct the disapproved and/or abstained votes from the total votes and the balance shall be considered as approved votes. Shareholders who vote for approval shall return the ballots to the staff after the meeting is adjourned.

In this regard, the meeting is conducted in an open ballot system, as opposed to secret ballot system. However, the Company will collect the ballots of all attendees for the purpose of transparency.

Voting in the following manners shall be deemed null and void:

- 1) The ballot with markings in more than one box;
- 2) The ballot with contradicting voting;
- 3) The ballot with crossed out mark without signature singed over;
- 4) The ballot with the number of votes casting more than its eligibility; and
- 5) The ballot with no vote.

In the case that any shareholder would like to make changes to the ballot, please cross out the old marking and sign over every time.

3. In the case that the shareholder uses the Proxy Form B to appoint any person, director or independent director of the Company to attend the meeting and vote on his/her behalf as per the shareholder wishes. The proxy shall cast their votes as the shareholder wishes.

In the case of foreign shareholders who appoint a custodian in Thailand to be a depository and trustee, such custodian can vote for approval, disapproval or abstention on behalf of the shareholders in the same ballot, by dividing the number of votes according to the numbers of shareholding.

4. Subject to the Article 35 (1) of the Articles of Association of the Company which prescribes that in the normal case, the resolution shall be made by the majority votes of shareholders attending the meeting and casting their votes, where one share equals to one vote, and in case of a tie, the Chairman of the meeting shall have the deciding vote.

Therefore, the vote counting in the agendas which require the majority votes, only the votes for “Approval” or “Disapproval” of the shareholders attending the meeting and casting their votes shall be counted. In case of the votes for “Abstention” shall be excluded from the vote counting.

5. Should any shareholder wishes to leave the meeting early, or is not present in the meeting room during the voting of any agenda, the shareholder may still vote by submitting the ballot in advance to the staff before leaving the meeting room.
6. The number of votes in each agenda may not be equal due to the gradual attendance of shareholders and proxies in the meeting room, reflecting in the unequal numbers of attendees in each agenda.
7. For the rapidity, efficiency and transparency in vote counting, a representative from the Capital Law Office Limited, Ms. Arninart Silanookit, along with two volunteer shareholders shall be the witnesses in the vote counting process.
8. Before voting in each agenda, the Chairman will give an opportunity for the meeting attendees to inquire the issues pertinent to such agenda as is appropriate. In this regard, any

shareholder or proxy shall inform the name and surname to the meeting before inquiring or give any opinion each time.

9. In the case that any shareholder would like to inquire or give opinion on the matter unrelated to the ongoing agenda, such shareholder shall inquire or give opinion at the end of the meeting. In addition, the shareholders should inquire or give opinions briefly, and not repeat issues which have previously been addressed, in order for other shareholders to exercise their right in this aspect, for the benefit of conducting the meeting as well as the management of time as scheduled.

Thereafter, the Chairman proceeded the meeting in accordance with the agenda items as follows:

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

The Chairman assigned Dr. Pinijsorn Luechaikajohnpan to present the details of this agenda to the meeting.

Dr. Pinijsorn Luechaikajohnpan reported the meeting that the Company had prepared the Minutes of the 2016 Annual General Meeting of Shareholders held on April 21, 2016 as detailed in the copy of the Minutes of the 2016 Annual General Meeting of Shareholders which had been sent to all shareholders together with the invitation.

In addition, the Board of Directors viewed that there were minor mistakes in the publishing process of the Minutes of the 2016 Annual General Meeting of Shareholders; therefore, it is deemed appropriate to propose the meeting to consider and approve the amendment on page 18 in paragraph 3 line 2 and paragraph 4 line 4, which specified that:

“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.” (page 18 in paragraph 3 line 2)

“Approve the determination of 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” (page 18 in paragraph 4 line 4)

The amendment shall be made by correcting the phrases appeared in the abovementioned statement specified as, “the operating result of the year 2015”, to be “the operating result of the year 2016”.

Dr. Pinijsorn Luechaikajohnpan then proposed the meeting to adopt the Minutes of the 2016 Annual General Meeting of Shareholders which was held on April 21, 2016 as detailed above.

In addition, the Company gave the shareholders and proxies attending meeting an opportunity to express their opinions or ask questions related to this agenda but it was appeared that no one has any opinion or question.

Resolution: Upon due consideration, the meeting resolved to adopt the Minutes of the 2016 Annual General Meeting of Shareholders, 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	3,292,902,824	100.00
Disapproved	-	-
Abstained	-	-

- Remark:** 1. Resolution in this agenda shall be adopted by the majority votes of shareholders and proxies attending the meeting and casting their votes.
2. In this agenda, there are additional shareholders and proxies attending the meeting from the beginning of the meeting, holding the aggregate of 517,500 shares, equivalent to 517,500 votes. Therefore, the total votes of the shareholders and proxies attending the meeting in this agenda are 3,292,902,824 votes.

Agenda 2 To consider and acknowledge the report on the operating results of the Company for the year 2016

The Chairman assigned Dr. Pinijsorn Luechaikajohnpan to present the details of this agenda to the meeting.

Dr. Pinijsorn Luechaikajohnpan reported the meeting that the Company had 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 in the CD-ROM form as detailed in Enclosure 2 which had been sent to all shareholders together with the invitation letter.

Dr. Pinijsorn Luechaikajohnpan presented the operating results of the Company for the year 2016 to the meeting which can be summarized as follows:

- The growth rate of the Company in the past five years was at the rate of 44 percent.
- In 2016, the revenue of the Company had a satisfied growth in all media except transit advertising in which its growth decreased by 5.4 percent from previous year due to the economic.
- The profit of the Company decreased from the previous year due to the decrease of utilization rate from 73.2 percent to 58 percent because the cease of advertising activity during mourning period and the investment on new media continuously.

Furthermore, the Company participated in Thailand's Private Sector Collective Action against Corruption (CAC) to take parts in tackling corruption problem, support and enhance anti-corruption policy into explicit and concrete implementation. In present, the Company is in the process of certifying such anti-corruption action.

In addition, the Company gave the shareholders and proxies attending meeting an opportunity to express their opinions or ask questions related to this agenda but it was appeared that no one has any opinion or question.

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

The Chairman assigned Dr. Pinijsorn Luechaikajohnpan to present the details of this agenda to the meeting.

Dr. Pinijsorn Luechaikajohnpan reported the meeting that in order to be in accordance with Section 112 of the Public Limited Company Act and Article 36 of the Articles of Association of the Company which prescribes that the Company shall 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 prepared the financial statement and the comprehensive income statement of the year 2016 for the fiscal year ended December 31, 2016 as detailed in Enclosure 2 which had been sent to all shareholders together with the invitation. Such financial statement and comprehensive income statement has been 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.

In addition, the Company gave the shareholders and proxies attending meeting an opportunity to express their opinion or ask question related to this agenda and there were shareholders inquired questions and the responses were given as summarized as follows:

Shareholder	Mr. Tongtod Panglad (Representative from Thai Investors Association)	According to the comprehensive income statements, the revenue of the Company increases by Baht 276,000,000 and the expense increases by Baht 372,000,000 due to the increase of the service cost. Please explain the reason why the increase in expense is greater than the increase in revenue.
Director	Dr. Pinijsorn Luechaikajohnpan	As the Company increasingly invested in digital billboards and expanded its investment in billboards located in the airports by bidding for new project continuously, the expense related to the management increased accordingly which is the short-term impact. Upon the economic recovery, the Company views that such investment will increase the Company’s revenue at satisfactory rate.
Shareholder	Mr. Tongtod Panglad (Representative from Thai Investors Association)	According to the notes no. 9 of financial statement, please explain the reason why there are other receivable booked as accrued income of Baht 71,378,000 which increases from the year 2015 by 60,974,000. Additionally, please explain that what are the receivables booked as others of Baht 9,629,000.

Chief Financial Officer Mr. Prasong Jarungbenjatham

The increasing numbers of accrued income consists of the increasing deposit interests and other receivables; for example, sponsorship revenue. In addition, as the Company charges the sponsors in monthly basis; therefore, there are outstanding sponsor fee in which the Company has not yet issued the invoice, which resulted in the recognition of such amount as the accrued income.

The Chairman then proposed the meeting to approve the financial statement and the comprehensive income statements of the Company for the fiscal year ended December 31, 2016 as detailed above.

Resolution: Upon due consideration, the meeting resolved to approve the financial statement and the comprehensive income statements of the Company for the fiscal year ended December 31, 2016 as detailed above, 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	3,292,906,824	100.00
Disapproved	-	-
Abstained	-	-

- Remark:**
- Resolution in this agenda shall be approved by the majority votes of shareholders and proxies attending the meeting and casting their votes.
 - In this agenda, there are additional shareholders and proxies attending the meeting from the agenda 1, holding the aggregate of 4,000 shares, equivalent to 4,000 votes. Therefore, the total votes of the shareholders and proxies attending the meeting in this agenda are 3,292,906,824 votes.

Agenda 4 To consider and approve the election of directors to replace the directors who will retire by rotation

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

The secretary of the meeting reported the meeting that 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.

In this regard, there are 3 directors who will retire by rotation at the 2017 Annual General Meeting, namely:

No.	Name of directors who shall be retired by rotation	Position	Number of Board of Directors' meeting attendance in year 2016	Number of subcommittee meeting attendance in year 2016	Term of directorship
1.	Mr. Palin Lojanagosin	Director	8/9	-	3 years 5 months
2.	Mr. Pinijsorn Luechaikajohnpan	Director	9/9	1/1	3 years 5 months
3.	Mr. Jay Geoffrey Wachter	Director	4/9	-	3 years 5 months

In addition, the Nomination and Remuneration Committee had considered the qualifications of the directors who will retire by rotation in the 2017 Annual General Meeting and viewed that such 3 directors have knowledge, experiences and expertise which would benefit the operations of the Company. In this regard, profiles of the directors who are retired by rotation and nominated to be re-elected as directors are appeared in Enclosure 3, which had been sent to all shareholders together with the invitation.

Moreover, the Company gave shareholders an opportunity to nominate person(s) to be elected as the new directors during December 1, 2016 – January 31, 2017; however, no shareholder nominate person for electing as directors.

The Board of Directors (by majority votes and excluding the directors who will retire) deemed appropriate to propose the shareholders' meeting to approve the election of 3 directors who will be retired by rotation to be directors for another term, namely:

1. Mr. Palin Lojanagosin Director and Chairman of Executive Committee
2. Mr. Pinijsorn Luechaikajohnpan Director and Managing Director
3. Mr. Jay Geoffrey Wachter Director

In addition, the Company gave the shareholders and proxies attending meeting an opportunity to express their opinion or ask question related to this agenda but it was appeared that no one has any opinion or question.

The Chairman then proposed the meeting to consider and approve the election of directors who will retire by rotation as proposed above.

Resolution: Upon due consideration, the meeting resolved to approve the election of three directors who will retire by rotation to be directors for another term, by individual basis, with the following voting results:

1. Mr. Palin Lojanagosin was elected as director of the Company:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and casting their votes
Approved	3,292,906,824	100.00
Disapproved	-	-
Abstained	-	-

2. Mr. Pinijsorn Luechaikajohnpan was elected as director of the Company:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and casting their votes
Approved	3,292,906,824	100.00
Disapproved	-	-
Abstained	-	-

3. Mr. Jay Geoffrey Wacherwas elected as director of the Company:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and casting their votes
Approved	2,503,258,754	76.0203
Disapproved	789,623,070	23.9796
Abstained	25,000	-

- Remark:** 1. Resolution in this agenda shall be approved by the majority votes of shareholders and proxies attending the meeting and casting their votes.
2. In this agenda, no additional shareholder or proxy attended the meeting compared to the agenda 3. Therefore, total votes of all shareholders and proxies in this agenda are 3,292,906,824 votes.

Agenda 5 To consider and approve the determination of the remuneration of directors of the Company for year 2017

The Chairman assigned Dr. Pinijsorn Luechaikajohnpan to present the details of this agenda to the meeting.

Dr. Pinijsorn Luechaikajohnpan reported 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 had considered on various factors; for instance, the

operating results of the Company, size of the business of the Company and duties and responsibilities of the Board of Directors and subcommittees of the company, by comparing with the remuneration rate of the businesses that are in the same industry and have the similar size as the Company. After due consideration, the Board of Directors deemed appropriate to propose to the shareholders' meeting to consider and determine the remuneration of the Board of Directors and the subcommittees 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/time	Baht 20,000/time/person
2.	Nomination and Remuneration Committee	Baht 15,000/time/person	Baht 15,000/time/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/time	Baht 20,000/time/person
2.	Risk Management Committee	Baht 15,000/time/person	Baht 15,000/time/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/time	Baht 20,000/time/person
2.	Corporate Governance Committee	Baht 15,000/time/person	Baht 15,000/time/person

In addition, the Company deemed appropriate to propose to determine bonus of directors of the Company for the year 2017 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 remuneration to each director and subcommittees within the budget as approved by the shareholders' meeting.

In addition, the Company gave the shareholders and proxies attending meeting an opportunity to express their opinion or ask question related to this agenda but it was appeared that no one has any opinion or question.

The Chairman then proposed the meeting to consider and approve the determination of the remuneration of directors of the Company for the year 2017 as proposed above.

Resolution: Upon due consideration, the meeting resolved to approve the determination of the remuneration of directors of the Company for the year 2017 and the determination of the bonus of the directors for the year 2017 in the amount of not exceeding Baht 7,200,000 and to authorize the Nomination and Remuneration Committee to allocate such remuneration to each director and subcommittees within the budget as approved by the shareholders' meeting as detailed above, with the following voting results:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting
Approved	3,292,036,324	99.9735
Disapproved	870,500	0.0264
Abstained	-	-

- Remark:**
- Resolution in this agenda shall be approved by two-thirds of the total votes of shareholders and proxies attending the meeting.
 - In this agenda, no additional shareholder or proxy attended the meeting compared to the agenda 4. Therefore, total votes of all shareholders and proxies in this agenda are 3,292,906,824 votes.

Agenda 6 To consider and approve the appointment of the auditors and the determination of the audit fee for year 2017

The Chairman assigned Dr. Pinijsorn Luechaikajohnpan to present the details of this agenda to the meeting.

Dr. Pinijsorn Luechaikajohnpan 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, it is specified 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.

The Board of Directors deemed 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; and/or
2. Miss Vissuta Jariyathanakorn; Certified Public Accountant (Thailand) No. 3853; and/or
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.

In addition, the Board of Directors deemed appropriate to propose to the shareholders' meeting to determine the audit fee of the Company and its subsidiaries for the fiscal year ended December 31, 2017 in the amount of not exceeding Baht 3,886,000 which is not included non-audit fee, as detailed below:

No.	Audit Fee	2017 (proposed)	2016
1.	Auditor Fee of the Company and its subsidiaries	not exceeding Baht 3,886,000	not exceeding Baht 3,106,000
2.	Non-audit fee	none	none

The abovementioned audit fee increases from the previous fiscal year by Baht 780,000 or equivalent to 25.11 percent due to the expansion of business of the Company and the increase of number of the Company's subsidiaries. In this regard, the abovementioned audit fee does not include any non-audit fee.

The selection of auditors and determination of auditor fee as mentioned above was approved by the Audit Committee in which the Audit Committee of the Company had considered the qualification and the experience of each auditor and has an opinion that EY Office is independent and skillful in auditing, and the audit fee is propriety. Moreover, such 3 auditors do not have any relation or any interest with the Company, subsidiaries of the Company, directors, executives, major shareholders or his/her related persons.

The Board of Directors deemed appropriate to propose the meeting to consider and approve the appointment of the auditors from EY Office for the fiscal year ended December 31, 2017 and the determination of 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.

In addition, the Company gave the shareholders and proxies attending meeting an opportunity to express their opinion or ask question related to this agenda and it was appeared that there was shareholder inquired questions and the response was given as summarized as follows:

- Shareholder** Mr. Tongtod Panglad (Representative from Thai Investors Association) Please give details of the audit fee of the Company and subsidiaries of the Company.
- Auditor** Mr. Khitsada Lerdwana The audit fee of the Company is Baht 1,300,000 and the remaining fee is audit fee for 13 subsidiaries of the Company.

The Chairman then proposed the meeting to consider and approve the appointment of the auditors from EY Office Limited to be auditors of the Company for the fiscal year ended December 31, 2017 and the determination of the audit fee for the fiscal year ended December 31, 2017 in the amount of not exceeding Baht 3,886,000 as detailed above.

Resolution: Upon due consideration, the meeting resolved to approve the appointment of the auditors from EY Office Limited to be auditors of the Company for the fiscal year ended December 31, 2017 and the determination of the audit fee for the fiscal year ended December 31, 2017 in the amount of not exceeding Baht 3,886,000 as detailed above, 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	3,275,881,824	99.9992
Disapproved	25,000	0.0007
Abstained	17,000,000	-

- Remark:**
- Resolution in this agenda shall be approved by the majority votes of shareholders and proxies attending the meeting and casting their votes.
 - In this agenda, no additional shareholder or proxy attended the meeting compared to the agenda 5. Therefore, total votes of all shareholders and proxies are equal to 3,292,906,824 votes in this agenda.

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 purchase newly issued share to 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 30,000,000 units of Warrants to purchase the ordinary shares of the Company to the directors, executives and employees of the Company No. 2 (PLANB-WA) under the Scheme in relation to the offering of newly issued securities to directors, executives and employees of the Company No. 2

The Chairman assigned Dr. Pinijsorn Luechaikajohnpan to present the details of this agenda to the meeting.

Dr. Pinijsorn Luechaikajohnpan reported the meeting that the 2016 Annual General Meeting of Shareholders 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 12 and agenda 13.2 of Enclosure 1 which had been sent to all shareholders together with the invitation.

However, the Company viewed that ESOP Scheme No. 2 has an impact on the recognition of 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 such right higher than expectation, which directly impacts on the target and the growth rate of the earning of the Company and its shareholders. 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.

The Board of Directors deemed appropriate to propose to the meeting to approve the cancellation of the issuance and offering of Warrants PLANB-WA under ESOP Scheme No.2, and the allocation of newly issued ordinary shares only on the parts relating to the issuing and offering of Warrants PLANB-WA under ESOP Scheme No.2 which had been approved in agenda 10 to agenda 12 and agenda 13.2 of the 2016 Annual General Meeting of Shareholders as detailed above.

In addition, the Company gave the shareholders and proxies attending meeting an opportunity to express opinion or ask question related to this agenda but it was appeared that no one has any opinion or question.

The Chairman then proposed the meeting to approve the cancellation of the issuance and offering of Warrants PLANB-WA under ESOP Scheme No.2, and the allocation of newly issued ordinary shares only on the parts relating to the issuing and offering of Warrants PLANB-WA under ESOP Scheme No.2 which had been approved in agenda 10 to agenda 12 and agenda 13.2 of the 2016 Annual General Meeting of Shareholders as detailed above.

Resolution: Upon due consideration, the meeting resolved to approve the cancellation of the issuance and offering of Warrants PLANB-WA under ESOP Scheme No.2, and the allocation of newly issued ordinary shares only on the parts relating to the issuing and offering of Warrants PLANB-WA under ESOP Scheme No.2 which had been approved in agenda 10 to agenda 12 and agenda 13.2 of the 2016 Annual General Meeting of Shareholders, with the following voting results:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and having the rights to vote
Approved	3,292,906,824	100.00
Disapproved	-	-
Abstained	-	-

- Remark:** 1. Resolution in this agenda shall be approved by not less than three-fourths of the total number of votes of shareholders and proxies attending the meeting and having the rights to vote and there is no objection of at least 10 percent of total numbers of votes of shareholders attending the meeting and objecting in this agenda.
2. In this agenda, no additional shareholder or proxy attended the meeting compared to the agenda 6. Therefore, total votes of all shareholders and proxies in this agenda are 3,292,906,824 votes.

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

The Chairman assigned Dr. Pinijsorn Luechaikajohnpan to present the details of this agenda to the meeting.

Dr. Pinijsorn Luechaikajohnpan reported the meeting that as the Company has an intention to cancel Warrants PLANB-WA under the ESOP Scheme No. 2 as detailed in the Agenda 7. 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 30,000,000 unissued 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 addition, after the decrease of the registered capital of the Company, 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) 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

The Board of Directors deemed 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.

In addition, the Company gave the shareholders and proxies attending meeting an opportunity to express their opinion or ask question related to this agenda but it was appeared that no one has any opinion or question.

The Chairman then proposed the 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 issuance and offering of Warrant PLANB-WA under ESOP Scheme No.2 as detailed above.

Resolution: Upon due consideration, the meeting resolved 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 issuance and offering of Warrants PLANB-WA under the ESOP Scheme No.2, with the following voting results:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders and proxies attending the meeting and having the rights to vote
Approved	3,292,906,824	100.00
Disapproved	-	-
Abstained	-	-

- Remark:**
- Resolution in this agenda shall be approved by not less than three-fourths of the total number of votes of shareholders and proxies attending the meeting and having the rights to vote.
 - In this agenda, no additional shareholder or proxy attended the meeting compared to the agenda 7. Therefore, total votes of all shareholders and proxies are equal to 3,292,906,824 votes in this agenda.

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 of the Company

The Chairman assigned Dr. Pinijsorn Luechaikajohnpan to present the details of this agenda to the meeting.

Dr. Pinijsorn Luechaikajohnpan reported the meeting that in order to be in compliance with the decrease of the registered capital of the Company by cancelling the unissued shares of the Company as detailed in the Agenda 8, the Board of Directors deemed 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, it is proposed to empower 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 as directed by the Registrar.

“Clause 4 Registered 353,500,000 Baht (Three hundred and fifty three million five hundred thousand

capital			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 ^๒	(-)

The Board of Directors deemed appropriate to propose to the Shareholders' Meeting to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company, to be in compliance with the capital decrease as detailed above, and to consider and approve the authorized person(s) empowered 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 as directed by the Registrar.

In addition, the Company gave the shareholders and proxies attending meeting an opportunity to express their opinion or ask question related to this agenda but it was appeared that no one has any opinion or question.

The Chairman then proposed 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 registered capital as detailed above.

Resolution: Upon due consideration, the meeting 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 registered capital of the Company and to authorize person(s) empowered by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development, the Ministry of Commerce, to have the authority to amend or add words 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 having the rights to vote
Approved	3,292,906,824	100.00
Disapproved	-	-
Abstained	-	-

- Remark:** 1. Resolution in this agenda shall be approved by not less than three-fourths of the total number of votes of shareholders and proxies attending the meeting and having the rights to vote.
2. In this agenda, no additional shareholder or proxy attended the meeting compared to the agenda 8. Therefore, total votes of all shareholders and proxies are equal to 3,292,906,824 votes in this agenda.

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

The Chairman assigned Dr. Pinijsorn Luechaikajohnpan to present the details of this agenda to the meeting.

Dr. Pinijsorn Luechaikajohnpan reported the meeting that 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 dividend other than profits, and the dividend shall be distributed according to number of shares in equal amount for each share. In this regard, the Company has net profit from business operation results for the year 2016 in the amount of Baht 243,991,427 or equivalent to profit rate of 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 or at the dividend payment rate of Baht 0.035 per share, or equivalent to 50.44 percent of the net profit from operating results for the fiscal year ended December 31, 2016. In addition, this dividend payment is 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 of the Company after the corporate income tax and after statutory reserve each year.

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, the comparison of the dividend payment rate of the Company are 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

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 with the accumulated losses until this reserve fund attains an amount of not less than 10 percent of the registered capital. However, the Company has already allocated its profit from the operating results to be a legal reserve in the amount of not less than 10 percent of the registered capital of the Company, equal to Baht 35,350,000, as required by law and the Articles of Association of the Company. Therefore, the Company shall not allocate its profits from the operating results to be an additional legal reserve in the year 2017.

The Board of Directors of the Company deemed appropriate to propose 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 abstain of the allocation of profit from the operating results of the Company for the year 2016 to be a legal reserve as detailed above.

In addition, the Company gave the shareholders and proxies attending meeting an opportunity to express their opinion or ask question related to this agenda but it was appeared that no one has any opinion or question.

The Chairman then proposed the meeting to 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 abstain of the allocation of profit from the operating results of the Company for the year 2016 to be a legal reserve as proposed above.

Resolution: Upon due consideration, the meeting resolved to 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 abstain of the allocation of profit from the operating results of the Company for the year 2016 to be a legal reserve, 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	3,292,239,024	99.9797
Disapproved	667,800	0.0202
Abstained	-	-

- Remark:**
1. Resolution in this agenda shall be approved by the majority votes of shareholders and proxies attending the meeting and casting their votes.
 2. In this agenda, no additional shareholder or proxy attended the meeting compared to the agenda 9. Therefore, total votes of all shareholders and proxies in this agenda are equal to 3,292,906,824 votes.

Agenda 11 Other matters (if any)

The Company opened an opportunity for the shareholders and proxies attending meeting to express their opinion or ask other questions and it was appeared that there were questions inquired by shareholders and answers of such questions, concluded as follows:

- | | | |
|--------------------|---|--|
| Shareholder | Mr. Tongtod Panglad
(Representative from
Thai Investors
Association) | According to the yearly report for the year 2016, the Company has risks from the obligations and long term contracts, which are approximately Baht 6,000 million. There are divided into long term contracts with Bangkok Mass Transit Authority in the amount of approximately Baht 1,900 million and other contractors. Please explain that who are other contractors of the Company in the remaining fractions. |
| Director | Dr. Pinijsorn
Luechaikajohnpan | Apart from the obligation with Bangkok Mass Transit Authority, the Company also has obligations on lease contract with other public organizations; for example. Expressway Authority of Thailand, State Railway of Thailand, and private sectors such as department stores and the great numbers of owner of private lands. |
| Shareholder | Mr. Tongtod Panglad
(Representative from
Thai Investors
Association) | Whether or not the Bangkok Expressway and Metro Public Company Limited (BEM) will provide its own advertising in the Metropolitan Rapid Transit (MRT)? |

Director	Dr. Pinijsorn Luechaikajohnpan	The Company cannot designate the trend for Bangkok Expressway and Metro Public Company Limited (BEM); however, there are remaining contract term with Bangkok Expressway and Metro Public Company Limited (BEM) for 3 years and the Company have the right to renew the contract for another 5 years and the Company ties in its media with Bangkok Expressway and Metro Public Company Limited (BEM). It is deemed that the Company still has a good business relationship with Bangkok Expressway and Metro Public Company Limited (BEM).
Shareholder	Mr. Tongtod Panglad (Representative from Thai Investors Association)	Please explain the policy and trend of the operation of the Company in the year 2017.
Director	Dr. Pinijsorn Luechaikajohnpan	The company focuses on the sustainable growth. In the previous year, the Company expanded the great numbers. of media advertising base in domestic range, by distributing the numbers of out of home media in 45 provinces, in the total amount of 65 screens. In this regard, the Company shall improve the form, image, and price of media emphasizing on the dispersing coverage of areas to pursue more business opportunity. In this year, the Company has a plan to expand the media to ASEAN countries and enhance utilization rate of the existing media of the Company.
Shareholder	Mr. Tongtod Panglad (Representative from Thai Investors Association)	Please explain the market share of the Company comparing to other advertising medias of other companies.
Director	Dr. Pinijsorn Luechaikajohnpan	The market share of each company cannot be evaluated precisely. Comparing to the dispersion of out of home medias of the Company which are located in Bangkok and most of them are transit advertising; for example, it can be seen that advertising medias owned by the Company can access the greatest numbers of viwers in which most of them are located on highway, motorway, railway, metro, including medias in 35 airports.

The meeting was adjourned at 4.20 p.m.

(Pol. Gen Somchai Vanichsenee)

Chairman of the Meeting

(Mr. Kasemsan Itthithamwinit)

Secretary of the Meeting

Author of the Minutes of the Meeting