

(F53-4)

**Capital Increase Report Form
Plan B Media Public Company Limited
14 February 2018**

We, Plan B Media Public Company Limited, (the “Company”) hereby reports the resolution of Board of Directors Meeting No .1/2018, held on 14 February 2018 from 09.30 to 11.30 hrs .in respect of a capital increase and share allotment as follows:

1. Capital Decrease and Increase
1.1. Capital Decrease

The Board of Directors Meeting has passed a resolution to approve the decrease of the Company’s registered capital amounting to Baht 539,263.50 from Baht 353,500,000 to Baht 352,960,736.50 at the par value of Baht 0.10 per share by cancelling unissued ordinary shares of the Company amounting 5,392,635 shares, which were allocated for accommodating the offering of the newly issued ordinary shares to the directors, executives, and/or employees of the Company and/or its subsidiaries plan (ESOP) .

1.2. Capital Increase

The Board of Directors Meeting has passed a resolution to approve the increase of the Company’s registered capital from Baht 352,960,736.50 to Baht 458,848,957.40 by issuing 1,058,882,209 newly issued ordinary shares at the par value of Baht 0.10 per share, totaling Baht 105,888,220.90. The Details of each type of capital increase are as follows:

Type of capital increase	Type of share	Number of shares (shares)	Par value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> General Mandate	Ordinary share	1,058,882,209	0.10	105,888,220.90
	Preferred share	---	---	---

2. Allotment of new shares under the General Mandate

Allotted to	Type of Shares	Number of shares (shares)	Percentage of paid-up capital	Remarks
1. Rights Offering	Ordinary Shares	Not exceeding 705,921,473	Not exceeding 20 percent	Remarks Nos. 1 and 4
2. Private Placement	Ordinary Shares	Not exceeding 352,960,736	Not exceeding 10 percent	Remarks Nos. 2, 3 and 4

Remarks :

- The Company may either entirely or partially allocate the newly issued ordinary shares, whether in single or sequential allocation .In any case, the aggregate number of newly issued ordinary shares to be allocated to the existing shareholders)Rights Offering (and to specific persons under the Private Placement basis under the General Mandate basis shall not exceed

1,058,882,209 shares or not exceed 30 percent of the paid-up registered capital of the Company as at the date the board of directors approving the increase of the registered capital under the General Mandate basis .

2. The specific persons under the Private Placement basis, who shall receive the allocation of the newly issued ordinary shares under the General Mandate basis, must at least have one of the following qualifications and shall not be the related persons of the Company as specified in the Notification of the Capital Market Supervisory Board No .TorChor .21/2551 Re : Rules on Connected Transaction and the Notification of the Stock Exchange of Thailand Re : Disclosure of Information and Practices of Listed Company in Respect of Connected Transaction B.E .2546 :
 - (a) being institutional investors in accordance with the Notification of the Securities and Exchange Commission No .KorChor .17/2551 Re :Determination of Definitions in the Notification Relating to Issuance and Offer for Sale of Securities; or
 - (b) being individual investors or juristic persons that have a stable financial status and a potential to an actual investment as well as have knowledge, skills, experience or potential in a manner that benefits or supports the Company's operation.

In case of allocation newly issued ordinary shares to specific person under Private Placement basis, the Company will disclose the name of specific persons who shall receive the allocation of newly issued ordinary shares accordingly.

3. The offering price of the newly issued ordinary shares to the specific investors by means of the Private Placement under the General Mandate shall be "**Market Price**" which means the weighted average price of the Company's shares trading on the stock exchange of not fewer seven consecutive business days but not more than 15 consecutive business days prior to the date for determination of such subscription price. The weighted average price using in the calculation must be the daily average price for trading. In this regard, the date for determination of the subscription price shall not be earlier than three business days prior to the first subscription date where the shares shall be offered to the investors. In the case that the Board of Directors of the Company deems that there is an appropriate cause by taking into account of the best interests of the Company, the Board of Directors may determine the offering price with a discount of not more than 10 percent of the market price, provided that the Board of Directors has taken into consideration of the market status at that time in determining such discount, pursuant to the Notification of the Capital Market Supervisory Board No .TorChor .72/2558, Re :Approval of Offering for Sale of Newly-Issued Shares by Listed Companies to Specific Persons .
4. The Board of Directors 'Meeting has resolved to approve the authorization to the Board of Directors to take any action relating to the allocation of the newly issued ordinary shares as follows:
 - (1) to consider and determine details of the allocation of newly issued ordinary shares, such as, the subscription price of newly issued ordinary shares, number of allocations of the newly issued ordinary shares, whether single or sequential allocation, period of the offering, payment of share subscription price, name of specific persons under private placement basis, other conditions and details in connection with the allocation of such newly issued ordinary shares;
 - (2) to enter into negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and
 - (3) to execute applications for permission and waiver, and necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver,

documents and evidence to the relevant authorities or agencies, listing of such newly issued ordinary shares on the Stock Exchange of Thailand “)SET (“and being empowered to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.

3. Schedule for shareholders meeting to approve the capital increase/allotment

The 2018 Annual General Meeting of Shareholders is scheduled on 19 April 2018 at 14.00 hrs .at Rama 9 Room, 6th Floor, The SC Park Hotel, Praditmanutham Road, Wangthonglang, Bangkok.

The record date for determining the right of shareholders to attend the 2018 Annual General Meeting of Shareholders will be on 2 March 2018.

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

The Company will apply for the registration of the capital decrease and increase of the paid-up capital with the Department of Business Development, the Ministry of Commerce .

The Company will apply for the approval from the SET to list such newly issued ordinary shares on the SET .

5. Objectives of the capital decrease and increase and the use of proceeds from the capital increase

The Company will decrease its registered capital to cancel the unissued ordinary shares as they were remained from the allocation for accommodating the offering of the newly issued ordinary shares to the directors, executives, and/or employees of the Company and/or its subsidiaries plan (ESOP).

The Company will increase its registered capital to utilize the money received from the offering of newly issued shares for the following objectives :

- to be used as working capital and increase the liquidity of the Company as well as to strengthen the capital base in preparation for future fund raising for the investment in these projects. The future projects will enhance higher revenue and better net profit margin which will result to a greater benefit for the Company;
- to be used as the fund for expanding its core business such as the investment and/or the business relevant to the core business and/or the investment in any out-of-home advertising media production and service business.

6. Benefits to the Company related to the capital increase/share allotment.

This capital increase will assist the Company in enhancing the Company’s financial liquidity and being a working capital, as well as strengthening the Company’s balance sheet for the expansion in its core business and/or the business relevant to its core business and investment in out-of-home advertising media production and service business for a long term .

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

The Company has the policy to pay dividend at a rate of not less than 50 percent of its net profit after corporation tax, financial statement and legal reserves .The annual and interim dividend payments might be subject to change, depending on the Company’s operations, financial position, future projects and overall economic conditions .

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

- None –

9. Schedule of actions where the board of directors of the Company passed a resolution approving the capital increase or allotment of new shares :

Procedures	Date
1) The date of the Meeting of Board of Directors No. 1/2018	14 February 2018
2) The date to determine shareholders entitled to attend the 2018 Annual General Meeting of Shareholders and to receive the dividend payment (Record Date)	2 March 2018
3) The date of the 2018 Annual General Meeting of Shareholders	19 April 2018
4) Proceed the registration for capital decrease and capital increase as well as the amendment of the Memorandum of Association with the Ministry of Commerce	within 14 days since receiving the resolution from the shareholder's meeting

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

Please be informed accordingly

Yours sincerely,

-Pinijsorn Luechaikajohnpan-
 (Pinijsorn Luechaikajohnpan, Ph.D.)
 Authorized Director

