

(Translation)

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

March 28, 2018

Re: Invitation to the 2018 Annual General Meeting of Shareholders

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

- Enclosures:
1. Copy of Minutes of the 2017 Annual General Meeting of Shareholders held on April 20, 2017;
  2. An annual report for the year 2017 and copy of the financial statement and the comprehensive income statements of the Company for the fiscal year ended December 31, 2017 in CD-Rom format;
  3. Profiles of the directors who will retired by rotation and the nominated directors being proposed for re-election;
  4. Copy of Capital Increase Report Form (F53-4);
  5. Proxy Forms (Form A, Form B and Form C);
  6. Profiles of the independent directors for the appointment of proxy by shareholders;
  7. Articles of Association relating to the meeting of shareholders;
  8. Guideline for the registration, the appointment of proxy, documents and evidences required for attendants to present on the date of the meeting;
  9. 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. 1/2018 of the Company resolved to convene the 2018 Annual General Meeting of Shareholders on Thursday, April 19, 2018, at 2.00 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 2017 Annual General Meeting of Shareholders**

**Facts and Rationale:** The Company had held the 2017 Annual General Meeting of Shareholders on April 20, 2017 and had also prepared the Minutes of the 2017 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 2017 Annual General Meeting of Shareholders held on April 20, 2017 were correctly and completely recorded and deems appropriate to propose to the shareholders' meeting to adopt the said minutes as detailed in the **Enclosure 1**.

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

### **Agenda 2**

**To consider and acknowledge the report on the operating results of the Company for the year 2017**

**Facts and Rationale:** The Company has summarized the operating results for the year 2017 and the significant changes that occurred during the year 2017 in the annual report for the year 2017, 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 report on the operating results of the Company for the year 2017 and the significant changes that occurred during the year 2017 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, 2017**

**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 2017 for the fiscal year ended December 31, 2017 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 2017 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 2017 for fiscal year ended December 31, 2017 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 dividend payment and the abstain from the allocation of profit of the Company as legal reserve**

**Facts and Rationale:** According to Section 115 of the Public Company Act and Article 44 of the Articles of Association, 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 the corporate income tax according to the separate financial statements for the year 2017 in the amount of Baht 315,331,882 or equivalent to Baht 0.09 per share. Thus, the Company deems appropriate to propose to the 2018 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, 2017 in the total amount of Baht 158,832,331.43 at the rate of Baht 0.045 per share, or equivalent to 50.37 percent of the net profit after the corporate income tax according to the separate financial statements for the fiscal year ended December 31, 2017. 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 of the Company after the corporate income tax according to the separate 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 2018 (proposed)	Year 2017
1.	Net profit (Baht per share)	0.09	0.07
2.	Total Issued shares of the Company	3,529,607,365	3,516,130,482
3.	Dividend per share (Baht)	0.045	0.035
4.	Total dividend (Baht)	158,832,331.43	123,064,566.87
5.	Dividend payment ratio	50.37	50.44

\*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 2017 to the year 2018, the dividend payment increases from last year by Baht 35,767,764.56 due to the fact that the increment of operating results and net profit from the result of the operation.

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 2, 2018. The date for dividend payment is determined on May 17, 2018, provided that approval on this agenda is being granted from the 2018 Annual General Meeting of Shareholders.

Moreover, pursuant to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Clause 45 of the Company's Articles of Association provide that, in the case where the Company incurs profit, it shall allocate no less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount of no less than ten percent of the registered

capital whereby at present, the Company has allocated net profit in amount of Baht 35,350,000 as the reserve fund which is no less than ten percent of the Company's registered capital according to the laws. Therefore, the Company would abstain from the allocation of profit of the Company for the year 2018.

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, 2017 at the dividend payment rate of Baht 0.045 per share, totaling Baht 158,832,331.43 and the abstain from the allocation of profit of the Company as legal reserve.

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

**Agenda 5 To consider and approve the appointment 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.

In this regard, there are 3 directors who will retire by rotation at the 2018 Annual General Meeting, namely:

No.	Name of directors who shall be retired by rotation	Position	Number of Board of Directors' meeting attendance in year 2017	Number of subcommittee meeting attendance in year 2017	Term of directorship
1.	Mrs. Pennapha Dhanasarnsilp	Director/ Independent Director/ Audit Committee member/ Chairman of Nomination and Remuneration Committee/ Corporate Governance Committee Member	8/8	7/7, 3/3, 1/1	4 years 5 months
2.	Mr. Ekapak Nirapathpongorn	Director/ Nomination and Remuneration Committee member/	8/8	3/3, 1/1,3/3	4 years 5 months

No.	Name of directors who shall be retired by rotation	Position	Number of Board of Directors' meeting attendance in year 2017	Number of subcommittee meeting attendance in year 2017	Term of directorship
		Corporate Governance Committee member/Risk Management Committee member			
3.	Mr. Tanate Lojanagosin	Director and Risk Management Committee member	6/8	2/3	4 years 5 months

In addition, the Nomination and Remuneration Committee had considered the qualifications of such 3 directors who will retire by rotation in the 2017 Annual General Meeting as detailed in **Enclosure 3**, and viewed that such 3 directors are knowledgeable, experienced and skilful in benefit to the operations of the Company. In addition, the independent director who is nominated can give his opinion on an independent basis and in line with the relevant regulations. Thus, the Company deemed appropriate to propose the shareholders' meeting to approve the appointment of such 3 directors for another term.

Moreover, the Company invited shareholders to nominate the person to be appointed as the new directors during 1 December 2017 - 31 January 2018, however; there is no nominated person proposed by the shareholders.

Opinion of the Board of Directors: The Board of Directors (by majority votes and not include the votes of directors who will retire) deems appropriate to propose to the shareholders' meeting to approve the appointment of such 3 directors who will be retired by rotation for another term, namely:

1. Mrs. Pennapha Dhanasarnsilp      Director / Independent Director/ Audit Committee member/ Chairman of Nomination and Remuneration Committee/ Corporate Governance Committee Member
2. Mr. Ekapak Nirapathpongporn      Director/ Nomination and Remuneration Committee member/ Corporate Governance Committee member/ Risk Management Committee member
3. Mr. Tanate Lojanagosin      Director/ Risk Management Committee member

Remark: Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their vote. (in consideration of the appointment of directors to replace those who retire by rotation the Company shall propose to consider and approve on person-by-person basis)

**Agenda 6**
**To consider and approve the remuneration of the Directors of the Company for year 2018**

**Facts and Rationale:** According to Section 90 of the Public Limited Company Act and Article 36 of the Articles of Association of the Company, the remuneration of the directors of the Company must be determined by the shareholders' meeting. In this regard, the Nomination and Remuneration Committee has considered on various factors, i.e.; the operation result of the Company, size of the Company's business and duties and responsibilities of the Board of Directors and Subcommittee of the company, by comparing with the remuneration rate of the businesses that are in the same industry as the Company and have the similar size as the Company. After due consideration, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and determine the remuneration of the Board of Directors and the Sub-Committee of the Company for year 2018 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	2018 Monthly Remuneration	2017 Monthly Remuneration
1.	Chairman of the Board of Directors	Baht 50,000 per month	Baht 50,000 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	2018 Monthly Remuneration	2017 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 2018	Meeting Allowance for the year 2017
1.	Chairman of the Nomination and Remuneration Committee	Baht 20,000/time/person	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 2018	Meeting Allowance for the year 2017
1.	Chairman of the Risk Management Committee	Baht 20,000/time/person	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 2018	Meeting Allowance for the year 2017
1.	Chairman of the Corporate Governance Committee	Baht 20,000/time/person	Baht 20,000/time/person
2.	Corporate Governance Committee	Baht 15,000/time/person	Baht 15,000/time/person

In addition, the Company deems appropriate to determine bonus of directors of the Company for the year 2018 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 remuneration 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 2018 Annual General Meeting of Shareholders to consider and approve the determination of remuneration of the directors and subcommittee of the Company for the year 2018 in the amount of not exceeding Baht 4,800,000 and to determine the yearly bonus for the directors of the Company for the year 2018 in the amount of not exceeding Baht 7,200,000 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 7**
**To consider and approve the appointment of the auditor and the determination of the remuneration for the year 2018**

**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 2018 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, 2018 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. Termphong Opanaphan; Certified Public Accountant (Thailand) No. 4501 (The auditor who will sign the financial statement of the Company for the first year as the previous auditor has already signed the financial statement of the Company for 5 years); 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.

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 2018 in the amount of not exceeding Baht 4,060,000 which is not included non-audit fee, as detailed below:

No.	Auditor Fee	2018 (proposed)	2017
1.	Auditor Fee of the Company and subsidiaries	not exceeding Baht 4,060,000	not exceeding Baht 3,886,000
2.	Non-audit fee	None	None

The abovementioned auditing fee increases from the previous fiscal year ended in the amount of Baht 174,000 or equivalent to 4.48 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. Termphong Opanaphan; Certified Public Accountant (Thailand) No. 4501; 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 2018 in the amount of not exceeding Baht 4,060,000 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.

### **Agenda 8**

**To consider and approve the decrease of registered capital of the Company by Baht 539,263.50 from the current registered capital of Baht 353,500,000 to Baht 352,960,736.50, which was allocated for accommodating the offering of newly issued ordinary shares to directors, executives and/or employees of the Company and subsidiaries plan (ESOP)**

**Facts and Rational:** As the Company has a plan to expand its business by increasing its registered capital to strengthen the Company's working capital and cash flow, and reserve such capital for; the expansion of the Company's the core business and/or other businesses related to the Company's core business and/or the investment in public communication production service business. Thus, the Company shall propose to the Meeting to approve the increase in the registered capital of the Company as per the details which will be appeared in Agenda Item 10.

However, the Company still has the unissued ordinary shares remained from the allocation in order to accommodate the offering of newly issued ordinary shares to directors, executives and/or employees of the Company and subsidiaries as per the resolution of the Extraordinary General Meeting of Shareholders No. 1/2014 on December 11, 2014 ("ESOP Scheme")

To be in accordance with Section 136 of the Public Limited Company Act B.E. 2535 (1992) (as amended), prescribing that the Company is able to increase its registered capital by issuing new shares once all the shares are subscribed and paid for, or in case where not all the shares are subscribed, the remaining shares shall be those issued for accommodating convertible debentures or warrants to purchase shares. it is therefore necessary for the Company to decrease the registered capital by Baht 539,263.50.

Therefore, it is necessary for the Company to decrease the registered capital by Baht 539,263.50 from the from the current registered capital of Baht 353,500,000 to Baht 352,960,736.50 by deducting the unissued shares in the amount of 5,392,635 shares with a par value of Baht 0.10 per share.

After the aforementioned capital decrease, the registered capital of the Company shall be Baht 352,960,736.50, divided into 3,529,607,365 ordinary shares with a par value of Baht 0.10 per share in which all shares shall be fully paid-up registered ordinary 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 539,263.50 from the current registered capital of Baht 353,500,000 to Baht 352,960,736.50 by deducting 5,392,635 unissued shares, which were allocated for accommodating the ESOP Scheme 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 deducting the Company's unissued shares as detailed in the Agenda Item 8 above, the Board of Directors deems appropriate to propose the shareholders' meeting to consider and approve the amendment of Clause 4 of Memorandum of Association of the Company, by replacing with the following wordings.

“Clause 4	Registered capital	352,960,736.50	Baht	(Three hundred and fifty-two million nine hundred and sixty thousand seven hundred and thirty-six baht fifty satang)
	Divided into	3,529,607,365	Shares	(Three billion five hundred and twenty-nine million six hundred and seven thousand three hundred and sixty-five shares)
	At a par value of	0.10	Baht	(Ten satang)
	Divided into			
	Ordinary shares	3,529,607,365	Shares	(Three billion five hundred and twenty-nine million six hundred and seven thousand three hundred and sixty-five shares)
	Preference shares	-	Share”	(-)

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.

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 deduction 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.

*Note: Since Agenda Item 10 to Agenda Item 12 are all related matters, the consideration and approval for the matters proposed under Agenda Item 10 to Agenda Item 12 shall be conditional upon one another. Therefore, if any of the Agenda Items is not approved at the Meeting, the other Agenda Items which have been approved will be cancelled and others will be no further consideration of the remaining Agenda Items. In such event, it shall be deemed that the matters under Agenda Item 10 to Agenda Item 12 are not approved at the Meeting.*

**Agenda 10** To consider and approve the increase of register capital of the Company from the existing registered capital of Baht 352,960,736.50 to the registered capital of Baht 458,848,957.40 by issuing 1,058,882,209 newly issued ordinary shares with a par value of Baht 0.10 for accommodating the capital increase under the General Mandate basis.

Facts and Rational: With reference to the Company has a plan to expand its business having details as appeared in Agenda 8, the Company hereby proposes to the Meeting to

consider and approve the increase of the registered capital Company by Baht 105,888,220.90 from the current registered capital of Baht 352,960,736.50 to the registered capital of Baht 458,848,957.40 by issuing 1,058,882,209 newly issued ordinary shares at the par value of Baht 0.10 for accommodating the capital increase under the General Mandate basis. Details as per the Enclosures No. 4 (Copy of Capital Increase Report Form (F53-4))

Opinion of the Board of Directors: The Board of Directors deems that the increase of the registered capital of the Company for accommodating the capital increase under the General Mandate basis which is to seek an approval from the shareholders' meeting in advance in order that the Board of Directors shall be authorized to allocate such newly issued ordinary shares under the criteria prescribed by the Stock Exchange of Thailand. For such reason, after the consideration, the Board of Directors deems the capital increase appropriate and beneficial to the Company as well as its shareholders and that it is appropriate to the Meeting to consider and approve the increase of the registered capital Company by Baht 105,888,220.90 from the current registered capital of Baht 352,960,736.50 to the registered capital of Baht 458,848,957.40 by issuing 1,058,882,209 newly issued ordinary shares at the par value of Baht 0.10 as per the above 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 11 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in compliance with the increase of the registered capital**

Facts and Rational: In order to be in line with the increase of the Company's registered capital as detailed in the Agenda Item 10 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.

“Clause 4	Registered capital	458,848,957.40	Baht	(Four hundred and fifty-eight million eight hundred and forty-eight thousand nine hundred and fifty-seven baht forty satang)
	Divided into	4,588,489,574	Shares	(Four billion five hundred and eighty-eight million four hundred and eighty-nine thousand five hundred and seventy-four shares)
	At a par value of	0.10	Baht	(Ten satang)
	Divided into			
	Ordinary shares	4,588,489,574	Shares	(Four billion five hundred and eighty-eight million four hundred and eighty-nine thousand five hundred and seventy-four 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 increase, as per abovementioned details. 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.

**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 12**

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

**Facts and Rational:** With reference to the Company's request for resolution approving the capital increase in agenda item 10, the Company views it is appropriate to allocate the number of newly issued ordinary shares under the General Mandate basis; as the allocation of the newly issued ordinary shares under the General Mandate basis corresponds with the financial need of the Company in each project investment without having to issue and offer the newly issued ordinary shares at a large number in each time in order to accommodate the investment plan which is yet to be concrete and certain and that it may not even take place. Such issuance and offering might cause unfairness to the shareholders and might have effects upon the shareholders on either the price dilution or the control dilution. The Company therefore proposes to the Meeting to consider and approve the allocation of 1,058,882,209 newly issued ordinary shares at a par value of Baht 0.10 as follows

The allocation of not exceeding 705,921,473.00 newly issued ordinary shares with a par value of Baht 0.10 per share, not exceeding 20 percent of the paid-up capital of the Company to the existing shareholders (Rights Offering) and the allocation of not exceeding 352,960,736 newly issued ordinary shares, not exceeding 10 percent of the paid-up capital of the Company to the specific person under the Private Placement basis under the General Mandate basis.

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 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.

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 Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003):

- a) being institutional investors in accordance with the definition prescribed in the Notification of the Securities and Exchange Commission No. KorChor. 17/2551 Re: Determination of Definitions in Notifications 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.

The subscription price of the newly issued ordinary shares to be allocated to the specific persons under the Private Placement basis under the General Mandate basis 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.

In addition, the 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

Details as per the Enclosures No. 4 (Copy of Capital Increase Report Form (F53-4))

In this regard, the Board of Directors and/or a person assigned by the Board of Directors shall have a power to execute any application forms, indulgence documents and other necessary evidence in relation to the allocation of newly issued ordinary shares, including to contact and submit such application for permission or indulgence, documents and evidence to relevant government sectors or agencies and to list the newly issued ordinary shares on the Stock Exchange of Thailand and to proceed with other necessary and appropriate matters in relation to such allocation of the newly issued ordinary shares.

Opinion of the Board of Directors: The Board of Directors deems it appropriate to the Meeting to consider and approve the allocation of 1,058,882,209 newly issued ordinary shares at the par value of Baht 0.10 as per the above details.

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

**Agenda 13****To consider and approve the amendment of Clause 46 Re: the Company's seal of the Articles of Association;**

**Facts and Rationale** : As the Company has changed the logo for its products and services. Therefore,, for the purpose of the consistency between the logo and the Company's seal appeared on the Articles of Association, the Company deems it appropriate to the shareholders' meeting to approve the amendment of Clause 46 of the Company's Articles of Association Re: the Company's seal.

**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 46 Re: the Company's seal of the Articles of Association as per aforementioned 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 14****Other matters (if any)**

**Opinion of the Board of Directors**: The Board of Directors deems appropriate to provide the opportunity for the shareholders who wish to propose any other matter beyond the agenda items prescribed by the Board of Directors in this invitation, provided that the proposal of such matter shall be in accordance with the criteria and method stipulated by the laws.

The Company determined the names of shareholders who have the right to attend the 2018 Annual General Meeting of Shareholders and entitle to receive dividend payment (Record Date) on March 2, 2018. The dividend payment date is on May 17, 2018. 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 2018 Annual General Meeting of Shareholders on April 19, 2018 at 2.00 p.m. at Rama IX room, 6th floor SC Park Hotel, 474 Praditmanutham Rd., Plubpla, Wangthonglang, Bangkok 10310. The map of the meeting venue is set out in **Enclosure 9**.

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 5** 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 6** 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 (Phanchamitr), 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 10, 2018.

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 8** 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 7**.

In order to facilitate the rapidity of registration of attendees at the 2018 Annual General Meeting of Shareholders, the Company will allow the shareholder and proxies to register their name from 12.00 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 8** on the meeting date.

In this regard, the Company has prepared and distributed the Annual Report 2017 and financial statements as at 31 December 2017 in CD-Rom format to the shareholders. However, if any shareholder would like to receive the Annual Report 2017 and financial statements as at 31 December 2017 in book format, please contact the Department of Investor Relations, Plan B Media Public Company Limited, 1213/420 Soi LatPhrao 94 (Phanchamitr), Plubpla, Wangthonglang, Bangkok, 10310, Telephone No. (662) 530-8053-6.

Sincerely yours,

Pol. Gen.

(Somchai Vanichsenee)  
Chairman of the Board of Directors

A large, light gray watermark of the Plan.B media logo is centered on the page. It consists of the text "Plan.B" in a large, bold, sans-serif font, with a dot between the "n" and "B", and the word "media" in a smaller, lowercase, sans-serif font below it.