

(Translation)

**Plan B Media Public Company Limited**

**298/64-65 Pitsanulok Road, Si Yak Mahanak Subdistrict,**

**Dusit District, Bangkok, Thailand**

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April 12, 2019

Re: Invitation to the 2019 Annual General Meeting of Shareholders

To: Shareholders

- Enclosures:
1. Copy of Minutes of the 2018 Annual General Meeting of Shareholders held on April 19, 2018;
  2. An annual report for the year 2018 and copy of the financial statement and the comprehensive income statements of the Company for the fiscal year ended December 31, 2018 in QR Code format;
  3. Profiles of the directors who will retired by rotation and the nominated directors being proposed for re-election;
  4. Profile of Mr. Lap Shun Nelson Leung for the consideration of the appointment of new director;
  5. Objectives of the Company (BMJ.002 form);
  6. Proxy Forms (Form A, Form B and Form C);
  7. Profiles of the independent directors for the appointment of proxy by shareholders and definition of the independent directors;
  8. Articles of Association relating to the meeting of shareholders;
  9. Guideline for the registration, the appointment of proxy, documents and evidences required for attendants to present on the date of the meeting;
  10. Map of the venue.

By this letter, Plan B Media Public Company Limited (the “**Company**”) would like to inform you that the Board of Directors’ Meeting no. 1/2019 of the Company resolved to convene the 2019 Annual General Meeting of Shareholders on Tuesday, April 30, 2019, at 2.00 p.m., at Dhepleela Balloom, 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 2018 Annual General Meeting of Shareholders**

**Facts and Rationale:** The Company had held the 2018 Annual General Meeting of Shareholders on April 19, 2018 and had also prepared the Minutes of the 2018 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 2018 Annual General Meeting of Shareholders held on April 19, 2018 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 2018**

**Facts and Rationale:** The Company has summarized the operating results for the year 2018 and the significant changes that occurred during the year 2018 in the annual report for the year 2018, 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 2018 and the significant changes that occurred during the year 2018 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, 2018**

**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 Limited 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 2018 for the fiscal year ended December 31, 2018 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 (the "**EY Office**"), which had been appointed by the 2018 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 2018 for fiscal year ended December 31, 2018 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 allocation of profit of the Company as legal reserve**

**Facts and Rationale:** According to Section 115 of the Public Limited 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 2018 in the amount of Baht 464,384,429.90 or equivalent to Baht 0.13 per share. Thus, the Company deems appropriate to propose to the 2019 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, 2018 in the total amount of Baht 321,194,270.22 at the rate of Baht 0.091 per share, or equivalent to 69.17 percent of the net profit after the corporate income tax according to the separate financial statements for the fiscal year ended December 31, 2018. 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 2019 (proposed) | Year 2018      |
|-----|------------------------------------|----------------------|----------------|
| 1.  | Net profit (Baht per share)        | 0.13                 | 0.09           |
| 2.  | Total Issued shares of the Company | 3,529,607,365        | 3,529,607,365  |
| 3.  | Dividend per share (Baht)          | 0.091                | 0.045          |
| 4.  | Total dividend (Baht)              | 321,194,270.22       | 158,832,331.43 |
| 5.  | Dividend payment ratio             | 69.17                | 50.37          |

\*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 2018 to the year 2019, the dividend payment increases from last year by Baht 162,361,938.79 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 Friday, May 10, 2019. The date for dividend payment is determined on Thursday, May 30, 2019, provided that approval on this agenda is being granted from the 2019 Annual General Meeting of Shareholders.

Moreover, pursuant to Section 116 of the Public Limited Company Act 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. In this regard, the Company shall allocate net profit of the year 2018 as the reserve fund in amount of Baht 10,534,896 or equivalent to 2.27 percent of the annual net profit. Therefore, the Company shall have the legal reserve in the total amount of THB 45,884,896 or equivalent to 10 percent of the registered capital.

**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, 2018 at the dividend payment rate of Baht 0.091 per share, totaling Baht 321,194,270.22 and the allocation of net profit of the Company for the fiscal year ended December 31, 2018 as the legal reserve as the abovementioned details.

**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 and the appointment of new director**

**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 2019 Annual General Meeting, namely:

| No. | Name of directors who shall be retired by rotation | Position   | Number of Board of Directors' meeting attendance in year 2018 | Number of subcommittee meeting attendance in year 2018 | Term of directorship |
|-----|--|--|---|--|----------------------|
| 1.  | Pol. Gen. Somchai Vanichsenee                      | Chairman/<br>Independent Director/<br>Chairman of Audit Committee/<br>Chairman of Corporate Governance Committee | 7/7   | 8/8,1/1  | 5 years<br>5months   |
| 2.  | Mr. Palin Lojanagosin                              | Director/<br>Chairman of Executive Committee   | 7/7   | -  | 5 years<br>5months   |

| No. | Name of directors who shall be retired by rotation | Position   | Number of Board of Directors' meeting attendance in year 2018 | Number of subcommittee meeting attendance in year 2018 | Term of directorship |
|-----|--|--|---|--|----------------------|
| 3.  | Mrs. Monluedee Sookpantararat                      | Director/<br>Independent Director/ Audit Director/<br>Chairman of Risk Management Committee/<br>The Nomination and Remuneration Committee member | 6/7   | 7/8,1/1,2/2  | 5 years<br>5months   |

In addition, the Nomination and Remuneration Committee had considered and scrutinized the qualifications of such 3 directors who will retire by rotation in the 2019 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.

The Company invited shareholders to nominate the person to be appointed as the new directors between 1 December 2018 and 31 January 2019, however; there is no nominated person proposed by the shareholders.

Moreover, pursuant to Section 70 of the Public Limited Company Act and Clause 16 of the Company's Articles of Association provide that the appointment of new director must be considered and approved by the shareholders' meeting.

In this regard, the Company had the resolution of the Board of Director's Meeting No. 2/2019 on 26 March 2019 to propose the Shareholders' meeting to consider and approve the appointment of Mr. Lap Shun Nelson Leung to act as the director of the Company. The Board of Directors has considered the qualification of Mr. Lap Shun Nelson Leung as details in **Enclosure 4**, and viewed that Mr. Lap Shun Nelson Leung is knowledgeable, capable, experienced, and skillful which will benefit the Company's operations and have full qualification and do not have any prohibited characteristics under the Public Limited Company Act, Securities and Exchange Act B.E. 2535 (1992) (including the amendment thereof) and other relevant regulations. In this regards, if the Shareholders' meeting approves, the Company will have the Board of Directors in the total number of 9 persons.

Since, Mr.Lap Shun Nelson Leung is currently assuming the Executive Officer of another company considered to be in the same nature as and in competition with the business of the Company (please see attachment 4 topic "Present Positions"), it is therefore

necessary to inform the AGM before appointment according to Section 86 of the Public Limited Companies Act, B.E.2535 (1992) (as amended) and Article 27 of the Company’s Articles of Association

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. Pol. Gen. Somchai Vanichsene Chairman/Independent Director/Chairman of Audit Committee/ Chairman of Corporate Governance Committee
2. Mr. Palin Lojanagosin Director/Chairman of Executive Committee
3. Mrs. Monluedee Sookpantarat Director/Independent Director/ Audit Director/Chairman of Risk Management Committee/ The Nomination and Remuneration member

and, propose the shareholders’ meeting to approve the appointment of Mr. Lap Shun Nelson Leung to be the Company’s director.

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 and the appointment of new director, 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 2019**

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 2019 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                           | 2019 Monthly Remuneration | 2018 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                        | 2019 Monthly Remuneration | 2018 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 2019 | Meeting Allowance for the year 2018 |
|-----|---|-------------------------------------|-------------------------------------|
| 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 2019 | Meeting Allowance for the year 2018 |
|-----|---|-------------------------------------|-------------------------------------|
| 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 2019 | Meeting Allowance for the year 2018 |
|-----|--|-------------------------------------|-------------------------------------|
| 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 deems appropriate to determine bonus of directors of the Company for the year 2019 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 without any other benefit.

Opinion of the Board of Directors: The Board of Directors deems appropriate to propose to the 2019 Annual General Meeting of Shareholders to consider and approve the determination of remuneration of the directors and subcommittee of the Company for the year 2019 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 2019 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 2019**

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 2019 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 has signed the financial statement of the Company for a year, since 2018);and/or |
| 2. Miss Vissuta Jariyathanakorn; | Certified Public Accountant (Thailand) No. 3853  |
| 3. Miss Manee Rattanabunnakit;   | Certified Public Accountant (Thailand) No. 5313  |

In the case that the aforementioned auditors are unable to perform their duties, EY Office shall be authorized to appoint any of its auditors to be the auditor of the Company.

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



It is also deemed appropriate to propose to the shareholders' meeting to determine the audit fee of the Company and its subsidiaries for the fiscal year 2019 in the amount of not exceeding Baht 5,450,300 which is not included non-audit fee, as detailed below:

| No. | Auditor Fee                                 | 2019 (proposed)              | 2018                         |
|-----|---|------------------------------|------------------------------|
| 1.  | Auditor Fee of the Company and subsidiaries | not exceeding Baht 5,450,300 | not exceeding Baht 4,060,000 |
| 2.  | Non-audit fee                               | None                         | None                         |

The abovementioned auditing fee increases from the previous fiscal year ended in the amount of Baht 1,390,300 or equivalent to 34.24 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.

Moreover, in the 2018 Annual General Meeting of Shareholders dated April 19, 2018, the shareholders' meeting resolved to approve the remuneration of the auditors for the year 2018 in the amount of not exceeding Baht 4,060,000. The Company and its subsidiaries had paid the audit fee for the fiscal year ended December 31, 2018 to EY Office in the total amount of Baht 5,090,000 which exceeded the limit approved by the 2018 Annual General Meeting of Shareholders in the amount of Baht 1,030,000 due to the fact that the increasing number of the Company's subsidiaries operating full business during the year 2017 and 2018: namely, SRBP Media Company Limited, W.P.S. Media Company Limited and BNK48 Office Company Limited that had the audit fee in the amount of Baht 180,000, Baht 180,000 and Baht 670,000, respectively.

**Opinion of the Board of Directors:** The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve:

- (1) the appointment of the following auditors from EY office to be the auditors of the Company for the fiscal year ended December 31, 2019;
  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

- (2) the determination of the audit fee of the Company and its subsidiaries for the year 2019 in the amount of not exceeding Baht 5,450,300; and
- (3) the audit fee for the fiscal year ended December 31, 2018 to EY Office in the total amount of Baht 5,090,000 which exceeded the limit approved by the 2018 Annual General Meeting of Shareholders in the amount of Baht 1,030,000 due to the fact that the increasing number of the Company's subsidiaries operating full business during the year 2017 and 2018: namely, SRBP Media Company Limited, W.P.S. Media Company Limited and BNK48 Office Company Limited that had the audit fee in the amount of Baht 180,000, Baht 180,000 and Baht 670,000, respectively.

As per above mentioned details.

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 amendment of the Company's objectives**

Facts and Rational: Since the Company wishes to conduct the business of the transportation and transfer of goods and passengers in order to support the Sport Marketing Business of the Company. The Company therefore has to proceed with the amendment of the Company's objectives from there are 35 clauses into 36 clauses as details in **Enclosure 5**

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the shareholders' meeting to approve the amendment of the Company's objectives from there are 35 clauses into 36 clauses as details in **Enclosure 5**, with the summary as follows:

“(1) to (35) remains the same, no changes

(35) To conduct the business of the transportation and transfer of goods and passengers by land, by water, by air domestically and internationally, including provide services of pick-up of goods from the port through the custom clearance and all kinds of freight transport.

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 3 of the Memorandum of Association of the Company to be in compliance with the amendment of the Company's objectives**

Facts and Rational: As the Company see as appropriate to propose the shareholders' meeting to consider and approve the amendment of the Company's objectives according to Agenda 8, it deems appropriate to propose the shareholders' meeting to consider and approve the amendment of Clause 3 of the Memorandum of Association of the Company to be in compliance with the amendment of the Company's objectives as follows:

“ Clause 3 the Company's objectives has 36 clauses as details in the attached BMJ. 002 form”

**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 43 of the Company's Memorandum of Association, to be in line with the amendment of the Company's objectives.

In this regard, in case the Company registers the newly amended objectives and the Memorandum of Association based on the approval of the shareholders' meeting to the registrar of the Public Limited Company, the Company may need to amend the statements or words pursuant to the proposal of the registrar of the Public Limited Company. Accordingly, in order to be convenient for the registration, the Board of Directors therefore propose the shareholders' meeting to approve and appoint the Board of Directors of the Company or the attorney of the Company to have the authorization to amend, change, delete or cancel the statement as per the proposal of the registrar of the Public Limited Company.

**Remark:** Resolution in this agenda item shall be approved by not less than three-fourths of the total number of votes of shareholders attending the meeting and entitling to vote.

**Agenda 10** **To consider and approve the amendment of Clause 46 Re: the Company's seal of the Articles of Association;**

**Facts and Rationale :** Since the Company would like to change the Company's seal as follows:

**From**



**To**



Therefore, for the purpose of the consistency with 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 11 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 2019 Annual General Meeting of Shareholders (Record Date) on Friday, March 15, 2019, and entitle to receive dividend payment on Friday, May 10, 2019. The dividend payment date is on Thursday, May 30, 2019. 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 2019 Annual General Meeting of Shareholders on Tuesday, April 30, 2019 at 2.00 p.m. at Dhepleela Bolloom, SC Park Hotel, 474 Praditmanutham Rd., Plubpla, Wangthonglang, Bangkok 10310. The map of the meeting venue is set out in **Enclosure 10**.

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 6** 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 7** 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 24, 2019.

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 9** 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 8**.

In order to facilitate the rapidity of registration of attendees at the 2019 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 Thepleela Bolloom, 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 9** on the meeting date.

In this regard, the Company has prepared and distributed the Annual Report 2018 and financial statements as at 31 December 2018 in QR Code format to the shareholders. However, if any shareholder would like to receive the Annual Report 2018 and financial statements as at 31 December 2018 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