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**Plan B Media Public Company Limited**

1213/420 Soi LatPhrao 94 (Panchamitra/Town in Town 3/3), Plubpla, Wangthonglang Bangkok 10310  
Tel.+662 530 8053-6 Fax.+662 530 8057 E-mail: info@planbmedia.co.th Tax ID. 0107556000507  
www.planbmedia.co.th

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

March 31, 2021

**Re: Invitation to the 2021 Annual General Meeting of Shareholders**

**To: Shareholders**

- Enclosures:
1. The annual report for the year 2020 and copy of the statements of financial positions and the comprehensive income statements of the Company for the fiscal year ended December 31, 2020 (in the form of QR Code)
  2. Profiles of the persons who will be nominated as the directors of the company
  3. Articles of Association in relation to the meeting of shareholders
  4. Profiles of the independent directors for the appointment of proxy by shareholders and the definition of the independent directors
  5. Proxy Forms (Form A, Form B and Form C)
  6. Verification and procedure for attending the 2021 Annual General Meeting of Shareholders via electronic means (E-AGM)
  7. Electronic meeting system handbook for the shareholders' meeting

By this letter, Plan B Media Public Company Limited (the “**Company**”) would like to inform you that the Board of Directors’ Meeting no. 1/2021 of the Company resolved to convene the 2021 Annual General Meeting of Shareholders on Thursday, April 22, 2021, at 2.00 p.m., by arrange the shareholders’ meeting via electronic means (E-AGM) under the Emergency Decree on Electronic Meeting B.E. 2563 (2020), to consider the following agenda items:

**Agenda 1 To acknowledge the operating results of the Company for the year 2020**

Facts and Rationale: The Company has summarized the operating results and the significant changes that occurred during the year 2020 in the annual report for the year 2020, as detailed in Enclosure 1 (the annual report for the year 2020 in the topic of significant operation during the year 2020) which has been sent to the shareholders together with this invitation.

Opinion of the Board of Directors: The Board of Directors deems appropriate to propose to the shareholders’ meeting to acknowledge the operating results and the significant changes that occurred during the year 2020 as detailed above.

Voting Requirement: This agenda is for acknowledgement and no voting is required.



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**Agenda 2 To consider and approve the statements of financial positions and comprehensive income statements of the year 2020 for the fiscal year ended December 31, 2020**

Facts and Rationale: In order to be in accordance with Section 112 of the Public Limited Company Act B.E. 2535 (1992) (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 statements and the comprehensive income statements at the end of each fiscal year for proposing to the Annual General Meeting of shareholders for consideration and approval.

In this regard, the Company has prepared the statements of financial positions and the comprehensive income statements of the year 2020 for the fiscal year ended December 31, 2020 as detailed in Enclosure 1 (the annual report for the year 2020 in the topic of the statements of financial positions and the comprehensive income statements of the year 2020 for the fiscal year ended December 31, 2020) which has been sent to the shareholders together with this invitation. The statements of financial positions and the comprehensive income statements of the year 2020 for the fiscal year ended December 31, 2020 have been audited by the certified auditor, 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 statements of financial positions and the comprehensive income statements of the Company of the year 2020 for the fiscal year ended December 31, 2020 which have been audited by the certified auditor, reviewed by the Audit Committee, and approved by the Board of Directors.

Voting Requirement: Resolution for this agenda requires the majority votes of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 3 To consider and approve the suspension of dividend payment and acknowledge the interim dividend payment**

Facts and Rationale: Pursuant to Section 115 of the Public Limited Company Act and Article 44 of the Articles of Association of the Company, the Company shall not pay dividends other than out of profits, and dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution.

In addition, pursuant to Section 116 of the Public Limited Company Act and Article 45 of the Articles of Association of the Company, the Company shall allocate no less than 5 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 10 percent of the registered capital.

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As at December 31, 2020 the Company has an accumulated legal reserve amounting Baht 45,884,896 which meets 10 percent of the registered capital as required by the laws and the Articles of Association of the Company. Thus, the Company is not required to allocate additional amount as a reserve fund.

The Company has the policy to pay dividend at the rate of not less than 50 percent of the net profit after taxes and legal reserve. In consideration of dividend payment each time, the Company shall mainly consider the dividend payment by taking into account the shareholders' benefits.

During 2020, the Board of Directors' Meeting No. 7/2020, held on November 11, 2020 resolved to approve the interim dividend payment to the shareholders of the Company at the rate of Baht 0.0773 per share, or amounting to the total number of dividend of Baht 300,122,514.21, which were paid from the net profits and retained earnings from the Company's operating results according to the separated financial statements of the Company for the fiscal year ended December 31, 2020. The Company already paid such interim dividend to the shareholders on December 9, 2020. In this regard, the interim dividend payment made to the shareholders is equivalent to 109.85 percent of the net profits after taxes and legal reserve which is in accordance with the Company's dividend payment policy.

Nevertheless, the Company requires to reserve the capital for future investments, as well as for being utilized as working capital and as a reserve for uncertain circumstances. The Company, therefore, deems appropriate to propose to the shareholders' meeting to consider and approve the suspension of additional dividend payment in the 2021 Annual General Meeting of Shareholders.

In this regard, the comparison of the dividend payment from the operating results in 2020 and 2019 is detailed as follows:

No.	Details of the dividend payment	Operation Results Year 2020	Operation Results Year 2019
1.	Net profits (Baht per share)	0.07	0.17
2.	Total Issued shares of the Company	3,882,568,101	3,882,568,101
3.	Dividend per share (Baht)	0.0773	0.1528
4.	Total dividend (Baht)	300,122,514.21	593,256,405.83
5.	Dividend payment ratio comparing with the net profits (percent)	109.85	91.70

Opinion of the Board of Directors: The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the suspension of dividend payment and to acknowledge the interim dividend payment as detailed above.

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**Voting Requirement:** Resolution for this agenda requires the majority votes of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 4 To consider and approve the appointment of directors in place of the directors who will retire by rotation**

**Facts and Rationale:** Pursuant 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 retire. Directors retiring by rotation may be re-elected.

In this regard, there are 3 directors who will retire by rotation at the 2021 Annual General Meeting of Shareholders as follows:

No.	Name of directors who shall retire by rotation	Position	Number of Board of Directors' meeting attendance in year 2020	Number of sub-committee meeting attendance in year 2020	Term of directorship
1.	Mr. Palin Lojanagosin	Director/ Chairman of the Executive Committee	8/8	-	7 years 7 months
2.	Dr. Pennapha Dhanasarnsilp,	Director/ Independent Director/ Chairman of the Nomination and Remuneration Committee	8/8	7/7, 3/3, 1/1	7 years 7 months
3.	Mr. Mana Jantanayingyong	Director	5/5*	-	1 years 1 month

*Remark: \*Mr. Mana Jantanayingyong was appointed as a director on February 27, 2020 in place of Mr. Lap Shun Nelson Leung who resigned from the directorship on the same day.*

In this regard, the Board of Directors, as approved by the Nomination and Remuneration Committee, has deliberately considered that the above 3 directors who will retire by rotation at the 2021 Annual General Meeting of Shareholders are qualified, experienced, and possess expertise which will be beneficial to the Company's business operation, as well as possess qualifications and not having any prohibited characteristics pursuant to the Public Company Limited Act and the Securities and Exchange Act B.E. 2535 (1992) (as amended), and other relevant notifications. In addition, Dr. Pennapha Dhanasarnsilp, who is nominated as an independent director, possesses completed qualifications and is capable of providing independent opinion, pursuant to the definition of the independent directors as detailed in Enclosure 4. Thus, the Board of Directors deems appropriate to propose the



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shareholders’ meeting to consider reappointment of the 3 directors to act as the directors for another term. The profiles of the 3 persons are detailed in Enclosure 2 (Profiles of the persons who will be nominated as the directors of the company).

The Company invited shareholders to nominate persons to be appointed as new directors of the Company between October 1, 2020 and December 31, 2020. However, there is no person nominated by the shareholders to be appointed as the Company’s directors.

Opinion of the Board of Directors: The Board of Directors (not including the directors who have conflict of interest), has deliberately considered the qualifications of the 3 persons, deems appropriate to propose to the shareholders’ meeting to approve the appointment of (1) Mr. Palin Lojanagosin (2) Dr. Pennapha Dhanasarnsilp and (3) Mr. Mana Jantanayingyong as the directors for another term.

Voting Requirement: Resolution for this agenda requires the majority votes of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base (consideration and approval will be based on an individual basis).

**Agenda 5 To consider and approve the remuneration of Directors for the year 2021**

Facts and Rationale: Pursuant to Section 90 of the Public Limited Company Act and Article 36 of the Articles of Association of the Company, the annual general meeting of shareholders must determine the remuneration of the directors. In this regard, the Nomination and Remuneration Committee has deliberately considered various factors for determining the remuneration, i.e., the operating results of the Company and size of the Company’s business, duties and responsibilities of the Board of Directors and Sub-Committees of the Company, by comparing with the remuneration rate of the businesses which have the similar size as the Company in the same industry. After due consideration, the Board of Directors has the same opinion as the Nomination and Remuneration Committee, therefore, it deems appropriate to propose to the shareholders’ meeting to consider and determine the remuneration of the Board of Directors and the Sub-Committees of the Company for year 2021 in the amount of not exceeding Baht 4,800,000, with the details as follows:

**Monthly Remuneration of the Board of Directors of the Company (in the case that the directors are appointed during the month, the remuneration shall be calculated on pro-rata basis).**

No.	Position	2021 (Proposed year)	2020
1.	Chairman of the Board of Directors	Baht 50,000/month	Baht 50,000/month
2.	Directors	Baht 30,000/month	Baht 30,000/month

**Monthly Remuneration of the Audit Committee (in the case that the directors are appointed during the month, the remuneration shall be calculated on pro-rata basis).**

No.	Position	2021 (Proposed year)	2020
1.	Chairman of the Audit Committee	Baht 30,000/month	Baht 30,000/month
2.	Audit Committee Member	Baht 20,000/month	Baht 20,000/month

**Meeting Allowance of the Nomination and Remuneration Committee**

No.	Position	2021 (Proposed year)	2020
1.	Chairman of the Nomination and Remuneration Committee	Baht 20,000/time/person	Baht 20,000/time/person
2.	Nomination and Remuneration Committee Member	Baht 15,000/time/person	Baht 15,000/time/person

**Meeting Allowance of the Risk Management Committee**

No.	Position	2021 (Proposed year)	2020
1.	Chairman of the Risk Management Committee	Baht 20,000/time/person	Baht 20,000/time/person
2.	Risk Management Committee Member	Baht 15,000/time/person	Baht 15,000/time/person

**Meeting Allowance of the Corporate Governance Committee**

No.	Position	2021 (Proposed year)	2020
1.	Chairman of the Corporate Governance Committee	Baht 20,000/time/person	Baht 20,000/time/person
2.	Corporate Governance Committee Member	Baht 15,000/time/person	Baht 15,000/time/person

In addition, the Company deems appropriate to determine the yearly bonus for the directors of the Company for the year 2021 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





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allocate such remuneration to each director and subcommittee members within the budget as approved by the shareholders' meeting without any other benefits.

Opinion of the Board of Directors: The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the determination of remuneration of the directors of the Company for the year 2021 in the amount of not exceeding Baht 4,800,000 and to determine the yearly bonus for the directors in the amount of not exceeding Baht 7,200,000, as detailed above.

Voting Requirement: Resolution for this agenda requires the votes of not less than two-thirds of the total votes of the shareholders attending the meeting, including abstentions in the calculation base.

### **Agenda 6 To consider and approve the appointment of auditors and the determination of audit fee for the year 2021**

Facts and Rationale: Pursuant to Section 120 of the Public Limited Company Act and Article 36 of the Articles of Association of the Company, the Annual General Meeting of shareholders must appoint the auditors and determine the audit fee of the Company every fiscal year.

In addition, pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers (as amended) prescribes that the Company shall arrange for auditor rotation in case any auditor has performed his/her duties for 7 consecutive fiscal years, whereas the changed auditor who vacated from his/her duty can be re-appointed as an auditor after 5 consecutive fiscal years from the date on which such auditor has vacated from his/her duty.

In this regard, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the appointment of auditors from EY Office Company Limited ("**EY Office**") to be the auditors of the Company for the year 2021, whereby one of the following auditors shall review and provide his/her opinions on the Company's financial statements:

1. Mr. Termphong Opanaphan; Certified Public Accountant No. 4501 (has been the Company's auditor for 3 years and signed the financial statements of the Company for 3 years); and/or
2. Miss Vissuta Jariyathanakorn; Certified Public Accountant No. 3853 (has been the Company's auditor for 3 years but has never signed the financial statements of the Company); and/or
3. Miss Manee Rattanabunnakit; Certified Public Accountant No. 5313 (has been the Company's auditor for 3 years but has never signed the financial statements of the Company)

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

In this regard, the auditors of the subsidiaries of the Company are from the same auditing firm as the Company.

In addition, the Board of Directors deems appropriate to propose to the shareholders' meeting to determine the audit fee of the Company and its subsidiaries for the fiscal year 2021 in the amount of not exceeding Baht 7,621,500 which is exclusive of non-audit fee, as detailed as follows:

<b>Auditor Fee</b>	<b>2021 (Proposed year)</b>	<b>2020 Approved by the shareholders</b>	<b>2020 Actually incurred</b>
Auditor Fee of the Company	not exceeding Baht 2,040,000	not exceeding Baht 2,140,000	Baht 2,040,000
Audit Fee of subsidiaries	not exceeding Baht 5,581,500 (16 companies)	not exceeding Baht 3,801,500 (13 companies)	Baht 3,801,500 (13 companies)
Increased Audit Fee of subsidiaries	-	-	Baht 830,000 (3 companies which were subsequently established)
Audit fee for the new accounting system	-	Baht 360,000	Baht 360,000
Total Audit Fee of the Company and subsidiaries	not exceeding Baht 7,621,500	not exceeding Baht 5,941,500	Baht 6,671,500
Non-audit fee	None	None	None
<b>Total Audit Fee of the Company, subsidiaries and audit fee for the new accounting system</b>	<b>Baht 7,621,500</b>	<b>Baht 6,301,500</b>	<b>Baht 7,031,500</b>

The audit fee of the Company and its subsidiaries for the year 2020 exceeded the amount proposed to the shareholders' meeting due to the Company's establishment of 3 subsidiaries after the 2020 Annual General Meeting of Shareholders.

In this regard, the audit fee of the Company for the year 2021 proposed to the shareholders' meeting for approval increases from the previous fiscal year by Baht 590,000 or equivalent to 8.40 percent due to business expansion of the Company's subsidiaries. However, the abovementioned audit fee is exclusive of the non-audit fee.





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The appointment of auditors and determination of audit fee as mentioned above has been approved by the Audit Committee, by taking into consideration the qualifications and experience of the auditors. After due consideration, it was of the opinion that EY Office is independent and has expertise in auditing and the proposed audit fee is reasonable. In addition, the 3 auditors do not have any relationship or interest with the Company, subsidiaries of the Company, directors, executives, major shareholders, or his/her related persons. Moreover, none of the proposed auditors is being the Company's auditor for more than 7 years.

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 auditors from EY office to be the auditors of the Company for the year 2021, and the determination of the audit fee in the amount of not exceeding Baht 7,621,500, as detailed above.

Voting Requirement: Resolution for this agenda requires the majority votes of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 7 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 2021 Annual General Meeting of Shareholders (Record Date) on March 12, 2021.

In addition, the Company has published the invitation to shareholder's meeting with enclosures on the Company's website at [www.planbmedia.co.th](http://www.planbmedia.co.th) since March 22, 2021 and hereby invites all shareholders to attend the 2021 Annual General Meeting of Shareholders on Thursday, April 22, 2021 at 2.00 p.m. via electronic means (E-AGM). The Company will proceed the meeting pursuant to Chapter 6 of the Articles of Association of the Company regarding the meeting of shareholders as per the details set out in Enclosure 3 (Articles of Association in relation to the meeting of shareholders).

The Company would like to request for the cooperation from the shareholders and/or proxies to study the registration procedure and prepare documents for verification, as well as the voting method and the meeting procedure, as set out in Enclosure 6 (Verification and procedure for attending the 2021 Annual General Meeting of Shareholders via electronic means (E-AGM)), and Enclosure 7 (Electronic meeting system handbook for the shareholders' meeting).

Individual shareholders who would like to use the identification cards to verify themselves can register for verification for attending the 2021 Annual General Meeting of Shareholders during March 23, 2021 at 9.00 a.m. and April 12, 2021 at 6.00 p.m. at:



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### QR Code:



Individual shareholders who would like to use other documents to verify themselves, such as passports, or juristic person shareholders or shareholders who would like to appoint proxies to attend the meeting, please courier verification documents together with the proxy forms (in case there is appointment of proxy) as the details set out in Enclosure 6 (Verification and procedure for attending the 2021 Annual General Meeting of Shareholders via electronic means (E-AGM)) 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, extension 131, 134 or E-mail: ircomsec@planbmedia.co.th within April 12, 2021. In this regard, after the Company verify the list of shareholders pursuant to the information as of the record date, the Company will send the username and password to the emails submitted to the Company by shareholders or proxies so that the shareholders or proxies can log in to the shareholders' meeting system via electronic means (E-AGM). However, the Company would like to request for the shareholders' cooperation to appoint the independent directors of the Company as their proxies instead of attending the electronic meeting by themselves.

In this regard, shareholders may appoint Pol. Gen. Somchai Vanichsenee or Mrs. Monluedee Sookpantararat, independent directors, as the proxy to attend the meeting and cast the votes on the shareholder's behalf, as per the details set out in Enclosure 4 (Profiles of the independent directors for the appointment of proxy by shareholders and the definition of the independent directors). Shareholders can deliver the signed proxy with Baht 20 stamp duty affixed, together with supporting documents for appointment of proxy as per the details set out in Enclosure 6 (Verification and procedure for attending the 2021 Annual General Meeting of Shareholders via electronic means (E-AGM)) 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, extension 131, 134 or E-mail: ircomsec@planbmedia.co.th within April 12, 2021.

In this regard, Shareholder who wish to receive the 2020 Annual Report and copy of financial statements for the year ended December 31, 2020, please download the documents in the form of QR Code attached to this invitation which has been delivered to the shareholders.

Sincerely yours,

*-Somchai Vanichsenee-*

Pol. Gen.  
(Somchai Vanichsenee)  
Chairman of the Board of Directors