



Plan B Media Public Company Limited

Invitation to the 2015
Annual General Meeting of Shareholders
Plan B Media Public Company Limited

Monday 20 April 2015 at 14.00 hrs.
at Dhepleela Ballroom, SC Park Hotel, 474
Praditmanutham Road, Wangthonglang District,
Bangkok

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

2 April 2015

Subject: Invitation to the 2015 Annual General Meeting of Shareholders

To: Shareholders

Enclosures:

1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2014 held on 11 December 2014
2. Annual Report 2014 and the financial statements for the year ending 31 December 2014 (in CD-Rom format)
3. Details of nominated persons to be re-elected as a director in replacement of the directors who will retire by rotation
4. Proxy Forms
5. Details of the independent director for appointment of proxy by shareholders
6. Articles of Association of the Company in the part relating to the shareholders' meeting
7. Guideline for registration, appointment of proxy, documents and evidence required to be presented on the meeting date
8. Map of the meeting venue

With this letter, Plan B Media Public Company Limited ("**Company**") would like to inform you that the Board of Directors of the Company had resolved to convene the 2015 Annual General Meeting of Shareholders on Monday 20 April 2015 at 14.00 hrs. at Dhepleela Ballroom, SC Park Hotel, 474 Praditmanutham Road, Wangthonglang District, Bangkok with the following agenda items to be discussed at the meeting:

Agenda Item 1: **To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2014**

Facts and Reasons: The Company prepared the Minutes of Extraordinary General Meeting of Shareholders No. 1/2014 which was held on 11 December 2014. The details are set out in Enclosure 1 which has been distributed to all shareholders together with the invitation letter for this Meeting.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2014 which was held on 11 December 2014 to the shareholders' meeting for certification.

Remark: A resolution on this agenda item shall be certified by a majority vote of shareholders attending the meeting and casting their votes.

Agenda Item 2: To acknowledge the operational results of the Company for the year 2014

Facts and Reasons: The Company prepared the report on the operational results of the Company for the year 2014, as shown in the Annual Report 2014 as set out in Enclosure 2 which has been distributed to all shareholders together with the invitation letter for this Meeting.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to report the operational results of the Company for the year 2014 to the shareholders' meeting for acknowledgement.

Remark: This agenda item is for acknowledgement, and no votes will be cast.

Agenda Item 3: To consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2014 for the accounting period ending 31 December 2014

Facts and Reasons: The Company prepared the Statement of Financial Positions and the Comprehensive Income Statement of 2014 for the accounting period ending 31 December 2014 as shown in the Annual Report 2014 as set out in Enclosure 2 which has been distributed to all shareholders together with the invitation letter for this Meeting. The Statement of Financial Positions and the Comprehensive Income Statement of 2014 for the accounting period ending 31 December 2014 have been audited by the Company's Certified Public Accountant from EY Office Limited ("EY Office"), reviewed by the Audit Committee and approved by the Board of Directors.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose that the shareholders' meeting consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2014 for the accounting period ending 31 December 2014 which have been audited by the Company's Certified Public Accountant from EY Office, reviewed by the Audit Committee and approved by the Board of Directors.

Remark: A resolution on this agenda item shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

Agenda Item 4: To consider and approve the allocation of profits derived from the Company's business operation for the accounting period ending 31 December 2014 as a legal reserve and the non -payment of annual dividend

Rationale and Reasons: Pursuant to Section 115 of the Public Limited Company Act B.E. 2535 (1992) (as amended) and Article 44 of the Company's Articles of Association, the dividend payment shall not be paid from any other types of money than profits and shall be based on number of shares in an equal amount per share. In

addition, pursuant to Section 116 of the Public Limited Company Act B.E. 2535 (1992) (as amended) and Article 45 of the Company's Articles of Association, the Company must allocate at least 5 percent of the annual net profit, less any accumulated losses carried forward (if any), to the reserve fund until such reserve fund equals at least 10 percent of the registered capital. In 2014, the net profit of the Company was Baht 206,582,700 and therefore it is allocated as legal reserve in the amount of Baht 35,350,000.

In this regard, the interim dividend payment was paid to the shareholders on 25 December 2014 at the rate of Baht 0.03465 per share, amounting to 2,597,391,000 shares and totaling Baht 90,000,000 from its net profit for the operational results in the accounting year from 1 January 2014 to 30 November 2014 in accordance with the resolution of the Board of Directors Meeting No. 9/2014, which was held on 25 December 2014, and another interim dividend payment was paid to the shareholders on 13 February 2015 at the rate of Baht 0.01675 per share, amount not exceeding to 2,597,391,000 shares and total not exceeding Baht 43,500,000 from its net profit for the operational results in the accounting period ending 31 December 2014 in accordance with the resolution of the Board of Directors Meeting No. 1/2015, which was held on 26 January 2015.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose that the shareholders' meeting consider and approve the allocation of profits derived from the Company's operational results for the year 2014 as a legal reserve in the amount of Baht 35,350,000 and acknowledge the interim dividend payment for the operational results in the year 2014 which was paid to the Company's shareholders. Furthermore, the Board of Directors considered and deemed it appropriate to propose that the shareholders' meeting approve the non - payment of annual dividend.

Remark: A resolution on this agenda item shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

Agenda Item 5:

To consider and approve the appointment of directors who will retire by rotation and the appointment of new directors

Facts and Reasons: Pursuant to Section 71 of the Public Limited Company Act B.E. 2535 (1992) (as amended) and Article 17 of the Articles of Association of the Company, it is required that at every annual general meeting of shareholders, one-third of directors shall retire. If the number of directors cannot be divided exactly into three parts, a number of directors closest to one-third shall retire. Directors retiring by rotation may be re-elected.

In this 2015 Annual General Meeting of Shareholders, there are 3 directors who will retire by rotation as follows:

- | | | |
|-----|-----------------------------|----------|
| (1) | Mr. Adi Sariaatmadja | Director |
| (2) | Mr. Ekapak Nirapathpongporn | Director |
| (3) | Mr. Tanate Lojanagosin | Director |

Due to the fact that all 3 persons have knowledge, ability, experience and expertise which will be the advantage for the Company's operation, the Company proposed the shareholders' meeting to consider approving the re-election of all 3 directors for another term.

The details of the biography, educational background, and work experience of the directors who will retire by rotation and will be nominated for re-election are shown in Enclosure 3.

Opinion of the Board of Directors: The Board of Directors (with the majority of votes excluding the directors who will retire by rotation) considered and deemed it appropriate to propose that the shareholders' meeting consider and approve the re-election of the 3 directors who will retire by rotation as follows:

- | | | |
|-----|-----------------------------|----------|
| (1) | Mr. Adi Sariaatmadja | Director |
| (2) | Mr. Ekapak Nirapathpongporn | Director |
| (3) | Mr. Tanate Lojanagosin | Director |

In this regard, the directors who is re-elected in this agenda item shall receive the remuneration at the rate as approved by the shareholders' meeting in the Agenda Item 6 of this meeting.

Remark: A resolution on this agenda item shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

Agenda Item 6:

To consider and approve the fixing of directors' remuneration for the year 2015

Facts and Reasons: As the determination of the directors' remuneration requires approval from the shareholders' meeting, the Board of Directors has considered the directors' remuneration from the operating results and appropriate factors concerning the duties and responsibilities of the Company's directors.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose that the shareholders' meeting consider and approve the directors' remuneration for the year 2015 in the amount of not exceeding Baht 4,500,000 as follows:

Monthly Remuneration

- | | | |
|----|------------------------------------|-----------------------|
| 1. | Board of Directors | |
| | Chairman of the Board of Directors | Baht 30,000 per month |
| | Directors | Baht 20,000 per month |

2. Audit Committee

Chairman of the Audit Committee	Baht 20,000 per month
Directors	Baht 20,000 per month

Remark: A resolution on this agenda item shall be approved by two-third of the votes of shareholders attending the meeting and casting their votes.

Agenda Item 7:

To consider and approve the appointment of the auditor and fixing of audit fee for the year 2015

Facts and Reasons: The Audit Committee had considered and selected the auditor for the year 2015 and proposed to the Board of Directors to consider and present to the shareholders' meeting for its consideration and approval for the appointment of EY Office as the audit office of the Company, having Mr. Khitsada Lerdwana Certified Public Accountant No. 4958 and/or Ms. Vissuta Jariyathanakorn Certified Public Accountant No. 3853 and/or Ms. Manee Rattanabunnakit Certified Public Accountant No. 5313 from EY Office as the auditor of the Company with the audit fee for the year 2015 not exceeding Baht 2,100,000. The above appointment of auditor and determination of audit fee have been approved by the Audit Committee.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose that the shareholders' meeting consider and approve the appointment of EY Office as the audit office of the Company, having Mr. Khitsada Lerdwana Certified Public Accountant No. 4958 and/or Ms. Vissuta Jariyathanakorn Certified Public Accountant No. 3853 and/or Ms. Manee Rattanabunnakit Certified Public Accountant No. 5313 from EY Office as the auditor of the Company with the audit fee for the year 2015 not exceeding Baht 2,100,000.

Remark: A resolution on this agenda item shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

Agenda Item 8:

Other matters (if any)

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to provide the shareholders an opportunity to propose matters other than agenda items as set out by the Board of Directors in the invitation letter for this Meeting. However such matters shall be subject to the criteria and method as required by law.

The Company determined the names of shareholders who have the right to attend the Annual General Meeting of Shareholders No. 1/2015 (Record Date) on 19 March 2015 and gathered the names of shareholders under section 225 of the Securities and Exchange Act B.E. 2535 (1992) by closing the share register book and suspending transfers of share on 20 March 2015.

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 and therefore hereby invites all shareholders to attend the 2015 Annual General Meeting of Shareholders on Monday 20 April 2015 at 14.00

hrs. at Dhepleela Ballroom, SC Park Hotel, 474 Praditmanutham Road, Wangthonglang District, Bangkok. The map of the meeting venue is set out in Enclosure 8.

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 4. 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 5 and then submit the form attached with supporting documentation to the Department of Investor Relations, Plan B Media Public Company Limited, Khun Prasong Jarungbenjatham, 1213/420 Soi LatPhrao 94 (Panchamitra), Plubpla, Wangthonglang Bangkok 10310, Telephone No. (662) 530-8053-6 #201. In addition, in order for the Company to facilitate the verification of the documents, please submit all documentation to the Company by 10 April 2015.

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 7. 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 6.

In order to facilitate the rapidity of registration of attendees at the 2015 Annual General Meeting of Shareholders, the Company will allow the shareholder and proxies to register their name from 11.00 hrs. on the meeting date at Dhepleela Ballroom, SC Park Hotel, 474 Praditmanutham Road, Wangthonglang District, 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 7 on the meeting date.

In this regard, the Company has prepared and distributed the Annual Report 2014 and financial statements as at 31 December 2014 in CD-Rom format to the shareholders. However, if any shareholder would like to receive the Annual Report 2014 and financial statements as at 31 December 2014 in book format, please contact the Department of Public Relations, Plan B Media Public Company Limited, 1213/420 Soi LatPhrao 94 (Panchamitra), Plubpla, Wangthonglang Bangkok 10310, Telephone No. (662) 530-8053-6.

Sincerely yours,



(Mr. Palin Lojanagosin)
Chief Executive Officer

(Translation)

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2557

Of

Plan B Media Public Company Limited

Date, time and venue of the meeting

The meeting was held on December 11, 2014 at 13.30 hours at Office 1213/420 Soi LatPhrao 84 Sri Vara Road, Plubpla, Wangthonglang, Bangkok.

Directors who attended the meeting:

- | | |
|-----------------------------------|----------|
| 1. Mr. Palin Lojanagosin | Director |
| 2. Mr. Pinijsorn Luechaikajohnpan | Director |
| 3. Mr. Jay Jeffery Wacher | Director |

Begin the meeting

As both Chairman and Vice Chairman of Company did not attend the meeting. Meanwhile, the Company's regulation No. 34 stipulates that the meeting chooses a shareholder who attends the meeting to take the place of and act as Chairman of the meeting. Consequently, the general meeting resolved to select Mr. Palin Lojanagosin, a shareholder, to take the place of and act as Chairman of the meeting (Chairman).

Chairman spoke to the meeting that shareholders attended the meeting in person and by proxies were totaling 9 persons, representing 259,739,100 shares, of total issued share of 259,739,100 shares, thus constituting a quorum in accordance with the Company's regulation which stipulates that if number of shareholders attending the meeting in person and by proxies constitute by at least one half of the whole number of shareholders and holding the share at least at a combined one third of the whole issued shares constitute a quorum. Thus, Chairman declared the meeting open and conducted the meeting in accordance with agenda as follow:

Agenda No. 1: To adopt the minutes of the Annual 2014 Ordinary General Meeting of Shareholders held on April 28, 2014

Chairman proposed to the meeting to approve minutes of Annual 2014 Ordinary General Meeting of Shareholders held on April 28, 2014, with details in accordance with copy of minutes of Annual 2014 Ordinary General Meeting of Shareholders. **Enclosures 1** has already been sent to every shareholder together with letter of invitation to attend the meeting.

Chairman gave the shareholders an opportunity to further comment or inquire the matter.

Resolution of the meeting:

The meeting considered the matter and unanimously resolved to approve minutes of 2014 Annual Ordinary General Meeting of Shareholders held on April 28, 2014.

Note: This agenda must be approved by at least majority voting of shareholders attending the meeting and were entitled for voting rights.

Agenda No. 2: To consider and approve amendment of objectives of the Company and amendment of Clause 3 of Memorandum of Association to conform to modification of objectives of undertaking the Company's business.

Chairman asked the meeting to consider and approve amendment of the Company's objectives to enable the Company to undertake telecommunication and communication businesses legally, by adding additional objectives as follow:

Clause 34 "Undertake all types of telecommunication and communication businesses as well as provide wireless internet service or on ground and on air data exchanging technology."

Moreover, to enable the Company to hold publicizing work of products and services, Chairman proposed the shareholders' meeting to modify the Company's objectives as follow:

Clause 35 "Undertake businesses of publicizing works of products and services, press conferencing, launching of products, employees' parties, meetings or seminars".

Nevertheless, details of which appear in **enclosures 2**.

Chairman proposed the meeting to consider and approve amendment of the Company's objectives and amendment of Clause 3 of Memorandum of Association to conform to modification of objectives of undertaking the Company's business.

Chairman gave the shareholders an opportunity to further comment or inquire the matter.

Resolution of the meeting:

The meeting considered the matter and unanimously resolved to approve amendment of the Company's objectives and amendment of Clause 3 of Memorandum of Association to conform to modification of objectives of undertaking the Company's business.

Note : This agenda must be approved by at least three fourths of the whole voting of shareholders attending the meeting and were entitled for voting rights.

Agenda No. 3: Consider and approve reduction of the Company's registered capital of 92,260,900 shares, Baht 1 par value, from Baht 357,000,000 to Baht 259,739,100 by cancelling shares which were not yet issued.

Chairman informed the meeting that due to Announcement of the Securities and Exchange Commission No. Thor Jor 28/2551 Subject: Seeking Approval and Approval for newly issued shares (code issue) stipulating that company which is approved to offer share for sale must complete issuing share for sale within 1 year, starting from the date which the company's shareholders' meeting resolve to approve offering of new shares for sale. Consequently, due to result of the Announcement, the Company's resolution of extraordinary shareholders' meeting No. 1/2556, which was held on September 24, 2013, which resolved to approve the Company to increase registered capital and allocate the capital increased shares through initial public offering, came to an end because of 1 year mandatory period has expired.

Hence, the Company was necessary to carry out presentation of matters relating to initial public offering of the Company's shares for approval again to the meeting this time, so that the Company were able to issue for sale of capital increased shares to general public through the initial public offering of the shares, while the Company will increase its registered capital, with its unsold shares left, which legal provision of Section 136 of Public Limited Company Act stipulates that company will raise capital from number of shares already registered through issuance of new shares after the whole issued shares are fully subscribed and paid, except that the shares which are not yet issued will be reserved for convertible debentures or warrants.

Nevertheless, the Company's extraordinary general meeting of shareholders No. 1/2556 which was held on September 24, 2013, resolved to raise the Company's capital by Baht 97,260,900 through issuing of capital increased share of 97,260,000 shares, Baht 1 par value. However, currently, the Company is not yet issuing capital increased common shares which were approved to be issued at the extraordinary shareholders' meeting No. 1/2556. Consequently, the Company still has 97,260,900 shares which are not yet issued. As a result, so as to be able to raise registered capital and to conform to related laws, the Company must reduce its registered capital by Baht 97,260,900, from previous registered capital of Baht 357,000,000 to Baht 259,739.100, by cancelling the Company's 97,260,900 shares, Baht 1 per share par value, which were not yet issued.

Consequently, Chairman proposed that the meeting considered to reduce the Company's registered capital by Baht 97,260,900, from previous registered capital of Baht 357,000,000 to Baht 259,739.100 capital, by cancelling the Company's unsold 97,260,900 shares, Baht 1 par value per share, which were not yet issued, in accordance with details stated above.

Chairman gave the shareholders an opportunity to further comment or inquire the matter.

Resolution of the meeting:

Note: This agenda must be approved by at least three fourths of the whole voting of shareholders attending the meeting and were entitled for voting rights.

Agenda No. 4: Consider and approve amendment of Clause 4 of Memorandum of Association to conform to reduction of the Company's registered capital.

Chairman proposed that the meeting considered and approved amendment of Clause 4 of Memorandum of Association to conform to reduction of the Company's registered capital by cancelling the Company's whole amount of shares which were not yet issued, in accordance with the matter proposed to the meeting for consideration and approval in agenda No. 3 above. Following statements shall be put as replacement. Nevertheless, persons assigned by Board of Directors to register amendment of Memorandum of Association with Department of Business Development, Ministry of Commerce, are authorized to amend and modify wording to be in line with registrar's instruction.

"Clause 4. Registered capital amounts to Baht 259,739,100 (two hundred fifty nine million even thirty nine thousand and one

hundred Baht)

Divided into	259,739,100 shares	(two hundred fifty nine million seven thirty nine thousand and one hundred shares)
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Par value per share	Baht 1	(one Baht)
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Divided into:

Common share	259,739,100 shares	(two hundred fifty nine million seven thirty nine thousand and one hundred shares)
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Preferred share	- share	(-)"
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Chairman proposed that the meeting considered and approved amendment of Clause 4 of Memorandum of Association to conform to reduction of the Company's registered capital, in accordance with detail stated above.

Chairman gave the shareholders an opportunity to further comment or inquire the matter.

Resolution of the meeting:

The meeting considered the matter and unanimously resolved amendment of Clause 4 of Memorandum of Association to conform to reduction of the Company's registered capital by cancelling the Company's whole unsold shares. Nevertheless, persons assigned by Board of Directors to register amendment of Memorandum of Association with Department of Business Development, Ministry of Commerce are authorized to amend and modify wording to be in line with registrar's instruction.

Note : This agenda must be approved by at least three fourths of the whole voting of shareholders attending the meeting and were entitled for voting rights.

Agenda No. 5 Consider and approve changing of the Company's par value from Baht 1 per share to Baht 0.10 per share

Chairman informed the meeting that the Company plans to list the Company's shares on the Stock Exchange of Thailand ("Stock Exchange"). Consequently, to create liquidity to the Company's shares, Chairman proposed that the meeting considered and approved changing of the

Company's par value from Baht 1 per share to Baht 0.10 per share. With result of changing of the Company's par value, the Company's number of share shall increase from 259,739,100 shares to 2,597,391,000 shares.

Consequently, Chairman proposed that the meeting considered and approved changing of the Company's par value from Baht 1 per share to Baht 0.10 per share.

Chairman gave the shareholders an opportunity to further comment or inquire the matter.

Resolution of the meeting:

The meeting considered the matter and unanimously approved changing of the Company's par value from Baht 1 per share to Baht 0.10 per share.

Note : This agenda must be approved by at least three fourths of the whole voting of shareholders attending the meeting and were entitled for voting rights.

Agenda No. 6 Consider and approve amendment of Clause 4 of Memorandum of Association to conform to changing of the Company's par value

Chairman proposed that the meeting considered and approved amendment of Clause 4 of Memorandum of Association to conform to changing of the Company's par value as being proposed to the meeting to consider and approve in agenda No. 5 above. Following statements shall be put as replacement. Nevertheless, persons assigned by Board of Directors to register amendment of Memorandum of Association with Department of Business Development, Ministry of Commerce are authorized to amend and modify wording to be in line with registrar's instruction.

"Clause 4. Registered capital	Baht 259,739,100	(two hundred fifty nine million seven
		thirty nine thousand and one hundred Baht)
Divided into	2,597,391,000 shares	(two thousand five hundred ninety seven
		million three hundred ninety one thousand
		share)
Par value per share	0.10 Baht	(ten satang)
Divided into		
Common share	2,597,391,000 shares	(two thousand five hundred ninety
		seven million three hundred ninety
		one thousand share)
Preferred share	- share	(-)"

Consequently, Chairman proposed that the meeting considered and approved amendment of Clause 4 of Memorandum of Association to conform to changing of the Company's par value in accordance with details proposed above.

Chairman gave the shareholders an opportunity to further comment or inquire the matter.

Resolution of the meeting:

The meeting considered the matter and unanimously approved amendment of Clause 4 of Memorandum of Association to conform to changing of the Company's par value. Nevertheless, persons assigned by Board of Directors to register amendment of Memorandum of Association with Department of Business Development, Ministry of Commerce are authorized to amend and modify wording to be in line with registrar's instruction.

Note : This agenda must be approved by at least three fourths of the whole voting of shareholders attending the meeting and were entitled for voting rights.

Agenda No. 7 Consider and approve the Company to increase registered capital from Baht 259,739,100 to Baht 353,500,000 by issuing the Company's capital increased common share of 937,609,000 shares, Baht 0.10 par value per share

Chairman informed the meeting that because shareholders' previous resolution which approved allocation of capital increased common share for initial public offering of the shares for sale to general public, was due for 1 year maturity. Consequently, the Company shall carry out capital increase procedures again as the Company will increase registered capital by Baht 93,760,900, from previous capital of Baht 259,739,100 to be Baht 353,500,000 by issuing capital increased common share of 937,609,000 shares, Baht 0.10 par value per share, with objectives as follow: (1) initial public offering and (2) Employee Stock Ownership Plan (ESOP) program for sale to the Company's directors, executives and/or employees and/or subsidiary companies.

Consequently, Chairman proposed that the meeting considered and approved the Company to increase registered capital by Baht 93,760,900, from previous capital of Baht 259,739,100 to be Baht 353,500,000 by issuing capital increased common share of 937,609,000 shares, Baht 0.10 par value per share, in accordance with detail stated above.

Chairman gave the shareholders an opportunity to further comment or inquire the matter.

Resolution of the meeting:

The meeting considered the matter and unanimously resolved to approve the Company to increase registered capital by Baht 93,760,900, from previous capital of Baht 259,739,100 to be Baht 353,500,000 by issuing capital increased common share of 937,609,000 shares, Baht 0.10 par value per share.

Note: This agenda must be approved by at least three fourths of the whole voting of shareholders attending the meeting and were entitled for voting rights.

Agenda No. 8 Consider and approve amendment of Clause 4 of Memorandum of Association to conform to the Company's increasing capital.

Chairman asked the meeting to approve amendment of Clause 4 of Memorandum of Association to conform to the Company's increasing capital as being proposed to the meeting to consider and approve in agenda No. 7 above. Following statements shall be put as replacement. Nevertheless, persons assigned by Board of Directors to register amendment of Memorandum of Association with Department of Business Development, Ministry of Commerce are authorized to amend and modify wording to be in line with registrar's instruction.

"Clause 4. Registered capital Baht 353,500,000 (three hundred fifty

		three million five hundred thousand Baht)
Divided into	3,535,000,000 shares	(three thousand five hundred thirty five million shares)
Par value per share	Baht 0.10	(ten satang)
Divided into:		
Common share	3,535,000,000 shares	(three thousand five hundred thirty five million shares)
Preferred share	- share (-)	

Consequently, Chairman proposed that the meeting considered and approved amendment of Clause 4 of Memorandum of Association to conform to the Company's increasing capital in accordance detail stated above.

Chairman gave the shareholders an opportunity to further comment or inquire the matter.

Resolution of the meeting:

The meeting considered the matter and unanimously resolved to approve amendment of Clause 4 of Memorandum of Association to conform to the Company's increasing capital. Nevertheless, persons assigned by Board of Directors to register amendment of Memorandum of Association with Department of Business Development, Ministry of Commerce are authorized to amend and modify wording to be in line with registrar's instruction.

Note : This agenda must be approved by at least three fourths of the whole voting of shareholders attending the meeting and were entitled for voting rights.

Agenda No. 9 Consider and approve allocation of the Company's capital increased common share of 937,609,000 shares, Baht 0.10 par value per share

Chairman informed the meeting that as the Company shall increase registered capital by Baht 93,760,900 from previous capital of Baht 259,739,100 to be Baht 353,500,000 capital, by issuing capital increased common share of 937,609,000 shares, Baht 0.10 par value, in accordance with detail in agenda No. 7 above. Consequently, Chairman proposed that the meeting considered allocation of the Company's capital increased common share which shall not exceed the amount of 937,609,000 shares, Baht 0.10 par value per share, as follows:

- 1) Allocate capital increased common share which shall not exceed the amount of 937,609,000 shares, Baht 0.10 par value per share, to be offered to general public through initial public offering.
- 2) Allocate capital increased common share which shall not exceed the amount of 40,000,000 shares, Baht 0.10 par value per share, to be offered to the directors, executives, and/or employees of Company and/or its subsidiaries through ESOP program.

Nevertheless, Board of Directors or Chief Executive Officer of Company or parties assigned by the Board of Directors or Chief Executive Officer shall be authorized to consider other related details in connection with the allocation of capital increased common shares, such as:

- (1) Allocation of capital increased common shares for one time, or occasionally, specifying the offering period, specifying selling price, share's payment, as well as specifying conditions and other details in connection with such capital increase common share allocation. (2) Negotiations, making agreements and signing names in documents and agreements in connection with such allocation of capital increased common shares, as well as undertaking anything related to allocation of capital increased common shares, and appointment of underwriters of the securities, advisors, and (3) signing name in documents seeking permissions, and necessary evidences and related to such allocation of capital increased common share, including contacts, and filing for permission, documents, and such evidences, with related government agencies, or other related agencies, and listing the Company's capital increased capital with the Stock Exchange. And they are authorized to perform any other acts which are necessary and suitable in connection with allocation of such capital increased common shares.

Consequently, Chairman proposed that the meeting considered and approved allocation of capital increased common shares in accordance with such proposed detail.

Chairman gave the shareholders an opportunity to further comment or inquire the matter.

Resolution of the meeting:

The meeting considered the matter and unanimously resolved to approve allocation of capital increased common shares in accordance with detail proposed above.

Note : This agenda must be approved by majority voting of the whole voting of shareholders attending the meeting and were entitled for voting rights.

Agenda No. 10 Consider and approve the Company's capital increased common share to be offered to the directors, executives and/or employees of Company and/or its subsidiaries through ESOP program

Chairman spoke to the meeting that in return to working of the Company's directors, executives and employees and to allow the parties to partially owning the Company, Chairman proposed that the meeting considered and approved the Company's capital increased common shares to be offered to the directors, executives and/or employees of Company and/or its subsidiaries, as follows:

1. Offer capital increased common shares to general public through initial public offering (IPO)

Allocate and offer capital increased common share which shall not exceed the amount of 23,400,000 shares, Baht 0.10 par value per share, to the directors or executives of Company

and/or its subsidiaries, together with initial public offering (IPO) to general public. The amount of shares are parts of IPO) shares to be offered to general public.

Name list of the directors and executives of Company and/or its subsidiaries who were allocated with the capital increased common shares as follow:

Name-surname	Position	No. of shares allocated	Maximum allocation
1. Dr. Pinijsorn Luechaikajohnpan	Director/ Executive Director /Managing Director/ Director, Operation Department (acting)/ Director, Support Department (acting)	10,000,000	0.28
2. Miss Nittaya Phoemsuwan	Executive Director/ Deputy Managing Director/ Director, Sale and Marketing Department	1,800,000	0.05
3. Miss Phakwan Wongphontawee	Chief Business Development Officer	1,600,000	0.05
4. Mr. Prasong Jarungbenjatham	Chief Financial Officer	1,600,000	0.05
5. Pol. Gen Somchai Vanichsenee	Independent Director/ Audit Committee Chairman	1,050,000	0.03
6. Mrs. Pennapha Dhanasarnsilp	Independent Director/ Audit Committee Member	1,050,000	0.03
7. Mrs. Monluedee Sookpantararat	Independent Director/ Director	1,050,000	0.03

Name-surname	Position	No. of shares allocated	Maximum allocation
	Audit Committee Member		
8. Mr. Jay Jeffrey Wachter	Director	2,625,000	0.07
9. Mr. Ekkapak Nirapathpongporn	Director	2,625,000	0.07

Total		23,400,000	0.86
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2. Offer the Company's capital increased common share through ESOP program.

Allocate and offer the Company's capital increased common share of 40,000,000 shares to the directors, executives and/or employees of Company and/or its subsidiaries, with initial detail of the common share as follows:

Securities' name : Plan B Media Public Company Limited's common share

Category : Capital increased common share

Type : Name entered common share

Offering method : Company will offer its capital increased common share by allocating the Company's capital increased common share ("Offering for Sale of Capital Increased Common Share") to the directors, executives and/or employees of Company and/or its subsidiaries.

Continuation of the project : 3 years starting from the date that shareholders resolved to approve the move which was December 11, 2014.

No. of common share offered : Shall not exceed 40,000,000 (forty million) shares, par value Baht 0.10 (ten satang) per share. The Company will offer the capital increased common share as continuation project. (Please see detail of offering capital increased common share under topic "Offering Period")

Offering price per share : Offering price of capital increased common share to the directors, executives and/or employees of Company and its subsidiaries in accordance with the project equals 90 percent of market price before the date of offering capital increased common share each time.

After the Company is listed on the Stock Exchange, the calculated offering price of capital increased common share will not be less than 90 percent of specified market price

as appeared in the Announcement of the Office of the Securities and Exchange Commission relating to calculation of securities offering price and stipulation of market price for consideration to offering newly issued common share.

Furthermore, if calculation of any duration of offering price of capital increased common share is less than par value, the Company shall offer capital increased common share to employees in accordance with the project priced equaling to par value, in accordance with provision of Section 52 of Public Limited Company Act B.E. 2535 (A.D. 1992) (amended).

“Market price” means weighted average price of share in the Stock Exchange retrospective for 7-15 consecutive working days prior to the date of each time of offering of capital increased common share.

“Capital increased common share offering date” means the date which Board of Directors resolves to offer capital increased common share to the directors, executives and/or employees in accordance with the project.

Offering period

: Company will offer capital increased common share as continuation project. The Company will offer capital increased common share for the first time within 1 year from the date that shareholders’ meeting resolves to approve the Company to offer capital increased common share to the directors, executives and/or employees in accordance with the Company’s project, i.e. the Company will offer such capital increased common share after the Company’s common share is listed on the Stock Exchange for at least 3 months. And the shares will be allocated within December 11, 2015. The whole amount of capital increased common shares will be allocated equally every year for 3 years, or equaling to one third of the whole amount of capital increased common shares to be offered under the Company’s project. Details of directors, executives and total number of shares to be allocated are stipulated under topic “Parties Who are Allocated and Amount of Shares Allocated”.

Condition of capital increased share allocation

: Qualified directors, executives and/or employees who are entitled to be allocated of capital increased common shares are as follow:

- (1) Retain status as the directors, executives and/or employees of Company and/or its subsidiaries on the date of allocation of the capital increased common shares for a period of at least 1 year. And they must retain status of the directors, executives and/or employees of Company and/or its subsidiaries during entire period of their entitlement to the rights of allocation each year.
- (2) Amount of common shares which each of directors, executives and/or employees receives shall not necessarily be the same, depending on their positions, experiences, responsibilities, working period, performances, capabilities, efficiency, and past performances, as well as expected benefits which they will contribute to the Company and its subsidiaries in the future.

Directors and executives who are allocated with the share

: Name list of directors and executives who were allocated with the Company’s capital increased common share and

number of shares allocated:

Name list of director and executive	Position	Total No. of shares allocated
Dr. Pinijsorn Luechaikajohnpan	Director/ Executive Director /Managing Director/ Chief Operation Officer (acting)/ Director, Support Department (acting)	20,000,000
Miss Nittaya Phoemsuwan	Executive Director/ Deputy Managing Director/ Director, Sale and Marketing Department	2,200,000
Miss Phakwan Wongphontawee	Chief Business Development Officer	2,000,000
Mr. Prasong Jarungbenjatham	Chief Financial Officer	2,000,000
Other employees. Each employee was allocated with no exceeding 5 per cent of total No. of shares allocated this time.		13,800,000
Total		40,000,000

Secondary market of capital increased common share : The Company will seek listing its issued capital increased common shares on the Stock Exchange.

In this regard, Dr. Pinijsorn Luechaikajohnpan, Company's Director/ Executive Director/ Managing Director/ Director, Chief Operation Officer (acting)/ Director, Support Department (acting) were entitled for the rights to subscribe to capital increased common share for the amount exceeding 5 percent of total amount of shares offered this time. Hence, Board of Directors of Company has considered reason, necessity and benefit which the Company would receive from offering capital increased share in the amount exceeding 5 percent of total amount of shares offered this time. Details appear in **enclosures 3.**

Nevertheless, regulation, condition and other details of the allocation of Company's capital increased common share to the directors, executives and/or employees of Company and/or its subsidiaries include list of the employees of Company and its subsidiaries who were allocated with the Company's capital increased common share and details of the allocation of such capital increased common share to the persons was under discretion of the Board of Directors of Company who were authorized to specify or amend list of qualified employees as they deemed appropriate.

And the Board of Directors of Company or persons who were assigned by the Board of Directors were authorized to provide requirements of the rights and duties of the directors, executives and/or employees of Company and/or its subsidiaries. In addition, they were authorized to specify or amend regulations, requirements, conditions and details relating to issuance of the capital increased common share so as to be in accordance with laws and announcements of related agencies.

Hence, Chairman proposed that the meeting considered and approved issuing of common shares which were allocated to the directors, executives and/or employees of Company and its subsidiaries in accordance with ESOP program according to details stated above.

Chairman gave the shareholders an opportunity to further comment or inquire the matter.

Resolution of the meeting

- 1) The meeting considered the matter and unanimously resolved to approve offering of the Company's capital increased common share to the directors, executives and/or employees of Company and its subsidiaries in accordance with ESOP program, excluding voting of stakeholders as follow:

- Dr. Pinijsorn Luechaikajohnpan
- PT Elang Mahkota Teknologi Tbk
- Plan B Investments Holdings Limited
- Outdoor Media Investments Limited
- Mr. Suchart Luechaikajohnpan
- Mr. Ekapak Nirapathpongporn

Note : This agenda must be approved by majority voting of the whole voting of shareholders attending the meeting and were entitled for voting rights.

- 2) The meeting considered the matter and unanimously resolved to approve offering of the Company's capital increase share to directors or executives who were offered in excess of 5 percent of total amount of capital increased common shares for the directors, executives and/or employees of Company and its subsidiaries, excluding voting of stakeholders as follow:

- Dr. Pinijsorn Luechaikajohnpan
- Plan B Investment Holdings Limited
- Outdoor Media Investment Limited
- Mr. Suchart Luechaikajohnpan

Note : 1) This agenda must be approved by at least three fourths of the whole voting of shareholders attending the meeting and were entitled for voting rights. And there must not have any shareholder who held shares in the amount exceeding 10 percent of total votes of shareholders who attended the meeting and cast his vote objecting issuing capital increased share of 40,000,000 (forty million) shares of Company to the directors, executives and/or employees of Company and/or its subsidiaries.

2) This agenda must be approved for the directors/executives in person with voting at least three fourths of the whole voting of shareholders attending the meeting and were entitled for voting rights. And there must not have any shareholder who held shares in the amount exceeding 5 percent

of total votes of shareholders who attended the meeting and cast his vote objecting issuing Company's shares to the directors or executives in person.

Agenda No. 11 Consider to approve payment of special bonus to executive directors

Chairman informed the meeting that in return for executive directors' working for the past whole year, it deemed as appropriate to consider special bonus payable to executive directors. Nevertheless, the payment took into account suitability of pay to executive directors to correspond with their assigned duties and responsibilities. The meeting considered the matter as appropriate to pay bonus in the amount not exceeding 2 months pay. The amount of special bonus for the year was less than previous year.

Consequently, Chairman proposed that the meeting approved payment of special bonus to the executive directors.

Chairman gave the shareholders an opportunity to further comment or inquire the matter.

Resolution of the meeting:

The meeting considered the matter and unanimously resolved to approve payment of special bonus to executive directors at the amount of not exceeding 2 months pay.

Note: This agenda must be approved by at least two thirds of the whole voting of shareholders attending the meeting.

Agenda No. 12 To consider other business (if any)

Chairman informed the meeting that this agenda offered opportunity for shareholders to propose other business apart from agenda specified in the letter of invitation for the meeting. Proposing other business must be in accordance with regulations as being stipulated by laws.

Consequently, conductor of the meeting clarified that proposing other business apart from agenda specified in letter of invitation for the meeting in accordance with Public Limited Company Act B.E. 2535 (A.D. 1992) (as being amended) Section 105 paragraph 2 stipulating that after the meeting completes considering agenda respectively in accordance with the agenda specified by the letter of invitation for the meeting, shareholders who hold total shares at a combined at least one third of total amount of issued shares may ask the meeting to consider other business apart from that specified in the letter of invitation for the meeting.

Chairman gave the shareholders an opportunity to further comment or inquire various matters.

After Chairman gave opportunity to shareholders an opportunity to further comment or inquire the matters, no shareholder raised any business for the meeting to consider. Hence, Chairman thanked all shareholders for their sacrificing time to attend the meeting and for their valuable time to share their ideas which were beneficial to the meeting and closed the extraordinary shareholders' meeting No. 1/2557.

The meeting closed at 15.00 hours.



(Mr. Palin Lojanagosin)
Chairman of the meeting

Information of the proposed directors in replacement of those retire by rotation

Name-Surname : Adi Wardhana Sariaatmadja

Type of appointment position : Director Plan B Media Public Company Limited

Age (Year) : 30 years

Nationality : Indonesian

Education : Bachelor Commerce, Commerce major, University of Sydney

Training : Not yet training Director Certificate Program from
Thai Institute of Director Association (IOD)

Shareholding Position : -None-

Year as Director : 2013 – Present

Having relationship in any of these characteristics to company's managements, major shareholders of the company, parent company, affiliated company : -None-

Current position director / management in other organization : -None-

- Listed Company : -None-

- Non listed Company : Director Palm Capital PTE LTD
Head of Digital & IT PT Elang Mahkota Teknologi TBK
Director PT Animasi Kartun Indonesia
President Director PT Kreatif Media Karya
Director PT Abadi Pelita Harapan
Director PT Online Pertama

Having management/director position in any juristic entity which may cause conflict of interest to the company : -None-

Working Experience : 2013 – Present Director Plan B Media Public Company Limited
Present Director Palm Capital PTE LTD
Present Head of Digital & IT PT Elang Mahkota Teknologi TBK
Present Director PT Animasi Kartun Indonesia
Present President Director PT Kreatif Media Karya
Present Director PT Abadi Pelita Harapan
Present Director PT Online Pertama
2007 – 2008 Associate Babcock & Brown
2006 – 2007 Analyst Merrill Lynch



Information of the proposed directors in replacement of those retire by rotation

Name-Surname : Ekapak Nirapathpongporn

Type of appointment position : Director Plan B Media Public Company Limited

Age (Year) : 34 years

Nationality : Thai

Education : Bachelor of Engineering, Electrical/Communication,
University of Melbourne
Bachelor of Commerce, Finance,
University of Melbourne

Training : Not yet training Director Certificate Program from
Thai Institute of Director Association (IOD)

Shareholding Position : 0.96%

Year as Director : 2013 – Present

Having relationship in any of these characteristics to company's managements, major shareholders of the company, parent company, affiliated company : -None-

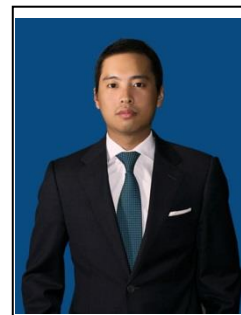
Current position director / management in other organization : -None-

- Listed Company : -None-

- Non listed Company : Director APC International Company Limited
Managing Director Lazard Asia (Hong Kong) Limited

Having management/director position in any juristic entity which may cause conflict of interest to the company : -None-

Working Experience : 2013 – Present Director Plan B Media Public Company Limited
2011 – Present Director APC International Company Limited
2007 – Present Managing Director Lazard Asia (Hong Kong) Limited
2013 – 2015 Director Plan B Investments Holding Company Limited
2013 – 2015 Director Outdoor Media Investments Company Limited
2003 – 2007 Vice President Carnegie, Wylie and Co



Information of the proposed directors in replacement of those retire by rotation

Name-Surname	: Tanate Lojanagosin
Type of appointment position	: Director Plan B Media Public Company Limited
Age (Year)	: 30 years
Nationality	: Thai
Education	: Bachelor of Financial and Economics Shanghai University
Training	: Director Accreditation Program
Shareholding Position	: -None-
Year as Director	: 2008 - Present
Having relationship in any of these characteristics to company's managements, major shareholders of the company, parent company, affiliated company	: Sibling of Mr. Palin Lojanagosin
Current position director / management in other organization	
- Listed Company	: -None-
- Non listed Company	: Managing Director Premium Management Company Limited
Working Experience	: 2008 – Present Director Plan B Media Public Company Limited 2008 – Present Managing Director Premium Management Company Limited



หนังสือมอบฉันทะ (แบบ ก)

Proxy Form A

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ.....

I / We

Nationality

อยู่บ้านเลขที่ ถนน ตำบล / แขวง.....

Residing at Road Tambol / Khwaeng

อำเภอ / เขต จังหวัด รหัสไปรษณีย์.....

Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท แพลน บี มีเดีย จำกัด (มหาชน)

Being a shareholder of Plan B Media Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

Holding the total amount of shares and having the right to vote equal to votes as follows:

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Preferred share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1) อายุ ปี
age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด..... รหัสไปรษณีย์ หรือ

Province Postal Code or

(2) อายุ ปี
age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด..... รหัสไปรษณีย์ หรือ

Province Postal Code or

(3) อายุ ปี
age years
อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต
Residing at Road Tambol / Khwaeng Amphur / Khet
จังหวัด..... รหัสไปรษณีย์.....
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ของบริษัท แพลน บี มีเดีย จำกัด (มหาชน) ในวันที่ 20 เมษายน 2558 เวลา 14.00 น. ณ เทปลีลาบอลรูม โรงแรมเอสซี พาร์ค เลขที่ 474 ถนนประดิษฐ์มนูธรรม เขตวังทองหลาง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2015 Annual General Meeting of Shareholders of Plan B Media Public Company Limited on 20 April 2015 at 14.00 a.m. at Dhepleela Ballroom, SC Park Hotel No.474 Praditmanutham Road., Wangthonglang District, Bangkok, or such other date, time and place as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves.

ลงชื่อ / Signed ผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

หนังสือมอบฉันทะ (แบบ ข)

Proxy Form B

เขียนที่.....

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ

I / We

Nationality

อยู่บ้านเลขที่ ถนน ตำบล / แขวง

Residing at Road Tambol / Khwaeng

อำเภอ / เขต จังหวัด รหัสไปรษณีย์

Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท แพลน บี มีเดีย จำกัด (มหาชน)

Being a shareholder of Plan B Media Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับเสียง ดังนี้

Holding the total amount of shares and having the right to vote equal to votes as follows:

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง

Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิหุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง

Preferred share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1) อายุ ปี

age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด.....รหัสไปรษณีย์หรือ

Province Postal Code or

(2) อายุ ปี

age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด.....รหัสไปรษณีย์หรือ

Province Postal Code or

(3) อายุ ปี
age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด รหัสไปรษณีย์

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
สามัญผู้ถือหุ้นประจำปี 2558 ของบริษัท แพลน บี มีเดีย จำกัด (มหาชน) ในวันที่ 20 เมษายน 2558 เวลา 14.00 น.
ณ เทพลีลาบอลรูม โรงแรมเอสซี พาร์ค เลขที่ 474 ถนนประดิษฐ์มนูธรรม เขตวังทองหลาง กรุงเทพมหานคร
หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2015 Annual General Meeting of Shareholders of Plan B Media Public Company Limited on 20 April 2015 at 14.00 a.m. at Dhepleela Ballroom, SC Park Hotel No.474 Praditmanutham Road., Wangthonglang District, Bangkok, or such other date, time and place as the Meeting may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this Meeting, I / we grant my/our proxy to consider and vote on my/our behalf as follows:

☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2557

Agenda 1 To consider and certify the minutes of Extraordinary General Meeting of Shareholders No. 1/2014

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

☐ วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทในปี 2557

Agenda 2 To acknowledge the operational results for the year 2014

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงิน และงบกำไรขาดทุนเบ็ดเสร็จ ประจำปี 2557 สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2557

Agenda 3 To consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2014 for the accounting period ending 31 December 2014

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรสำหรับผลการดำเนินงานของบริษัทสำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2557 เป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลประจำปี

Agenda 4 To consider and approve the allocation of profits derived from the Company's business operation for the accounting period ending 31 December 2014, as a legal reserve, and not to pay the annual dividend

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการต้องออกตามวาระ

Agenda 5 To consider and approve the appointment of directors who were retired by rotation

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
☐ การแต่งตั้งกรรมการทั้งชุด

To elect all nominated directors

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล

To elect individual nominated directors

ชื่อกรรมการ นายอาดิ วาทนา สเรียทนต์ชา

Name of Director: Mr. Adi Sariaatmadja

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ นายเอกภักดิ์ นิราพาธพงศ์พร

Name of Director: Mr. Ekapak Nirapathpongporn

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ นายธเนษฐ โลจนะโกสินทร์

Name of Director: Mr. Tanate Lojanagosin

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

- ☐ วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2558

Agenda 6 To consider and approve the fixing of director's remuneration for the year 2015

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

- ☐ วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2558

Agenda 7 To consider and approve the appointment of the auditor, and fixing of audit fee for the year 2015

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

- ☐ วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 Other matters (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the proxy on any agenda item which is not in accordance with my/our voting intention expressed in this Form of Proxy shall be invalid and shall not be regarded as the vote in my/our capacity as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร

In the case that I/we have not specified my/our voting intention on any agenda item or not clearly specified or in the case that the meeting considers or passes resolutions on any matters other than those specified above, including in the case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem it appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้า ระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act(s) performed by the proxy at the meeting, it shall be deemed that such act(s) had been done by me in all respects except for the vote of the proxy which is not in accordance with my/our voting intentions expressed in this Proxy Form.

ลงชื่อ / Signed..... ผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ /Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อการแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and not split the number of shares to several proxies for splitting votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda item regarding election of new directors, the whole set of nominated directors, or any individual nominated directors, can be elected.
3. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข ตามแนบ
In the case that there are agenda items other than those specified above, the grantor of the proxy shall use the Attachment to Proxy Form B attached herewith to specify the additional agenda item(s).

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

Attachment of Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท แพลน บี มีเดีย จำกัด (มหาชน)

The appointment of proxy by the shareholder of Plan B Media Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ในวันที่ 20 เมษายน 2558 เวลา 14.00 น. ณ เทปลีลาบอลรูม โรงแรมเอสซี พาร์ค เลขที่ 474 ถนนประดิษฐ์มนูธรรม เขตวังทองหลาง กรุงเทพมหานคร หรือพึงจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2015 Annual General Meeting of Shareholders on 20 April 2015 at 14.00 a.m. at Dhepleela Ballroom, SC Park Hotel No.474 Praditmanutham Road, Wangthonglang District, Bangkok or such other date, time and place as the Meeting may be adjourned.

☐ วาระที่ เรื่อง

Agenda

Subject

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

☐ วาระที่ เรื่อง

Agenda

Subject

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

☐ วาระที่ เรื่อง

Agenda

Subject

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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(b) The proxy shall have the right to vote according to my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

☐ วาระที่ เรื่อง

Agenda

Subject

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

☐ วาระที่ เรื่อง

Agenda

Subject

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

☐ วาระที่ เรื่อง เลือกตั้งกรรมการ(ต่อ)

Agenda

Approve of the election of directors (continued)

ชื่อกรรมการ.....

Name of Director

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ชื่อกรรมการ.....

Name of Director

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ชื่อกรรมการ.....

Name of Director

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ชื่อกรรมการ.....

Name of Director

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ชื่อกรรมการ.....

Name of Director

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐งดออกเสียง
Abstain

ชื่อกรรมการ.....

Name of Director

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐งดออกเสียง
Abstain

ชื่อกรรมการ.....

Name of Director

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐งดออกเสียง
Abstain

ชื่อกรรมการ.....

Name of Director

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐งดออกเสียง
Abstain

ชื่อกรรมการ.....

Name of Director

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐งดออกเสียง
Abstain

ชื่อกรรมการ.....

Name of Director

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐งดออกเสียง
Abstain

ชื่อกรรมการ.....

Name of Director

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐งดออกเสียง
Abstain

ชื่อกรรมการ.....

Name of Director

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐งดออกเสียง
Abstain

ชื่อกรรมการ.....

Name of Director

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐งดออกเสียง
Abstain

หนังสือมอบฉันทะ (แบบ ค)

Proxy Form C

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ

I / We

Nationality

สำนักงานตั้งอยู่เลขที่ ถนน ตำบล / แขวง

Residing at Road Tambol / Khwaeng

อำเภอ / เขต จังหวัด รหัสไปรษณีย์

Amphur / Khet Province Postal Code

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ

Acting as the Custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท แพลน บี มีเดีย จำกัด (มหาชน)

Being a shareholder of Plan B Media Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

Holding the total amount of shares and having the right to vote equal to votes

as follows:

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Preferred share shares and having the right to vote equal to votes

(2) ขอมอบฉันทะให้

Hereby appoint

(1) อายุ ปี

Age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

(2) อายุ ปี

Age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

(3) อายุ ปี

Age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด.....รหัสไปรษณีย์.....

Province

Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ของบริษัท แพลน บี มีเดีย จำกัด (มหาชน) ในวันที่ 20 เมษายน 2558 เวลา 14.00 น. ณ เทปัสลาบอลรูม โรงแรมเอสซี พาร์ค เลขที่ 474 ถนนประดิษฐ์มนูธรรม เขตวังทองหลาง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2015 Annual General Meeting of Shareholders of Plan B Media Public Company Limited on 20 April 2015 at 14.00 a.m. at Dhepleela Ballroom, SC Park Hotel No.474 Praditmanutham Road., Wangthonglang District, Bangkok., or such other date, time and place as the Meeting may be adjourned.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

In this Meeting, I / we grant my/our proxy to consider and vote on my/our behalf as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

To grant proxy according to the total number of shares held and having the right to vote

☐ มอบฉันทะบางส่วน คือ

To grant proxy in partial portions:

☐ หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง

Ordinary share shares and having the right to vote equal to votes

☐ หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง

Preferred share shares and having the right to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง

Total entitled vote.....votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I / we grant my/our proxy to consider and vote on my/our behalf as follows:

☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2557

Agenda 1 To consider and certify the minutes of Extraordinary General Meeting of Shareholders No. 1/2014

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทในปี 2557

Agenda 2 To acknowledge the operational results for the year 2014

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงิน และงบกำไรขาดทุนเบ็ดเสร็จ ประจำปี 2557

สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2557

Agenda 3 To consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2014 for the accounting period ending 31 December 2014

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรสำหรับผลการดำเนินงานของบริษัทสำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2557 เป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลประจำปี

Agenda 4 To consider and approve the allocation of profits derived from the Company's business operation for the accounting period ending 31 December 2014, as a legal reserve, and not to pay the annual dividend

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการต้องออกตามวาระ

Agenda 5 To consider and approve the appointment of directors who were retired by rotation

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ การแต่งตั้งกรรมการทั้งชุด

To elect all nominated directors

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

To elect individual nominated directors

ชื่อกรรมการ นายอาดิ วาทนา สเรียทมัตตา

Name of Director: Mr. Adi Sariaatmadja

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ นายเอกภักดิ์ นีราพาธพงศ์พร

Name of Director: Mr. Ekapak Nirapathpongporn

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ นายธเนษฐ โลจนะโกสินทร์

Name of Director: Mr. Tanate Lojanagosin

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2558

Agenda 6 To consider and approve the fixing of director's remuneration for the year 2015

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2558

Agenda 7 To consider and approve the appointment of the auditor, and fixing of audit fee for the year 2015

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 Other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

Vote of the proxy on any agenda item which is not in accordance with my/our voting intention expressed in this Form of Proxy shall be invalid and shall not be regarded as the vote in my/our capacity as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case that I/we have not specified my/our voting intention on any agenda item or not clearly specified or in the case that the meeting considers or passes resolutions on any matters other than those specified above, including the case that there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act(s) performed by the proxy at the meeting, it shall be deemed that such act(s) had been done by me in all respects except for the vote of the proxy which is not in accordance with my/our voting intentions expressed in this Proxy Form.

ลงชื่อ/ Signed..... ผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ/ Signed..... ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ/ Signed..... ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ/ Signed..... ผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ /Remarks

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
The Proxy Form C shall be applicable only for the shareholders in the share register book as foreign investors appointing a Custodian in Thailand.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทน ได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)The following documents shall be attached to this Proxy Form:
 - Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder
 - Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อการแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and not split the number of shares to several proxies for splitting votes.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda item regarding election of new directors, the whole set of nominated directors, or any individual nominated directors, can be elected.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค ตามแนบ
In the case that there are agenda items other than those specified above, the grantor of the proxy shall use the Attachment to Proxy Form C attached herewith to specify the additional agenda item(s).

Details of Independent Director for appointment of Proxy by Shareholders

1. Pol.Gen Somchai Vanichsenee

Independent Director

Age 73 years old

Address Plan B Media Public Company Limited,
1213/420 Soi Ladprow 94 (Panjamitra),
Pubpla, Wangthonglang, Bangkok 10300.

Position

- Chairman of the Board of Directors
- Chairman of Audit Committee
- Audit Independent Director

Conflict of Interest No conflict of interest in all agenda items



2. Mrs. Monluedee Sookpantararat

Independent Director

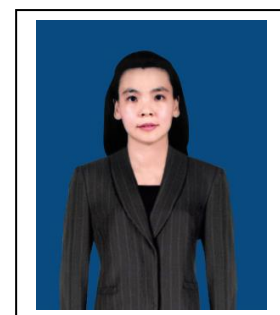
Age 50 years old

Address Plan B Media Public Company Limited,
1213/420 Soi Ladprow 94 (Panjamitra),
Pubpla, Wangthonglang, Bangkok 10300.

Position

- Audit Committee Member
- Audit Independent Director

Conflict of Interest No conflict of interest in all agenda items



Definition of Independent Directors

(Definition of Independent Directors of the Company is in accordance with the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.)

1. Holding not more than 1 percent of the total number of shares with the voting rights of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. In this case, for the purpose of calculation, the number of shares held by the related person of each member of the Audit Committee shall also be included.
2. Neither being a director who takes part or used to take part in management, nor being or used to be an employee, staff, an advisor who receives regular salary, nor the controlling person of the Company, parent company, subsidiaries, associated companies, major shareholders or the controlling person of the Company, unless such director has resigned from such position for at least two years.
3. Not being a blood-related person nor legally related as father, mother, spouse, brother, sister and children, including being the spouse of the children of the executives, major shareholders, controlling persons or the persons who will be nominated as the executive or controlling person of the Company or subsidiaries.
4. Neither having, nor used to have any business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company in the manner that may obstruct the exercise of independent judgment as a member of the Audit Committee. Moreover, a member of the Audit Committee must neither being, nor used to be a key shareholder or controlling person of the entities having business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, unless such director has resigned from such position for at least two years.
5. Neither being, nor used to be the auditor of the Company, parent company, subsidiaries, associated companies, major shareholders, controlling persons of the Company, nor being a key shareholder, controlling person or partner of the audit office having the auditor providing auditing service to the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, as a member, unless such director has resigned from such position for at least two years.
6. Neither being, nor used to be a provider of any professional services including the legal advisory or financial advisory services that received fees in the amount of more than Baht Two million per year from the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, nor being shareholder, the controlling person, or partner of such professional services provider, unless such director has resigned from such position for at least two years.
7. Not being a director who has been appointed as a representative of the Company, major shareholders or shareholders relating to major shareholders.
8. Neither operating the business having the same nature which significantly competes with the business of Company or its subsidiaries, nor being a significant partner or a director who involves in the management, nor being an employee, staff, a member, and a consultant who receives regular salary, or holds more than 1 percent of the total number of shares with the voting rights of a company that operates the business having the same nature and significantly competes with the businesses of the Company or its subsidiaries.
9. Having no other conditions that may obstruct the independent expression of comment on the Company's operation.

Articles of Association
Plan B Media Public Company Limited

Chapter 6
Meeting of Shareholders

Section 31. The Board of Directors shall hold an annual general meeting of shareholders within four (4) months from the end date of the accounting period of the Company.

Meetings of shareholders other than annual general meetings shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting any time the Board considers it expedient to do so.

Shareholders holding shares in aggregate not less than one-fifth (1/5) of the total number of shares sold, or at least twenty-five (25) shareholders holding shares in aggregate not less than one-tenth (1/10) of the total number of shares sold, may at any time collectively submit a letter requesting the Board of Directors to call an extraordinary general meeting, provided that reasons for such request must be clearly specified in the said letter, and the Board of Directors shall convene the meeting of shareholders within one (1) month from the date of receipt of such letter from the shareholders.

Section 32. In calling a meeting of shareholders, the Board of Directors shall issue a notice of meeting, specifying the location, date, time, agenda, and matters to be proposed to the meeting together with reasonable details, stating clearly whether such matters will be for acknowledgement, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. Publication of notice of the meeting shall also be made in a newspaper at least three (3) days prior to the date of the meeting.

The shareholders meeting may be held at the locality in which the Company's head office is situated or any other place determined by the Board of Directors.

Section 33. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at the meeting in a number of not less than twenty-five (25) or not less than one-half of the total number of shareholders holding shares in aggregate amount of not less than one-third (1/3) of the total number of shares sold.

At a meeting of shareholders, if after one hour from the time scheduled for the meeting, the number of shareholders present is insufficient to form a quorum, if such meeting was convened at the request of shareholders, it shall be cancelled. If such meeting was not convened at the request of shareholders, it shall be called again and the notice of meeting shall be sent to the shareholders not less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not required.

Section 34. The Chairman of the Board of Director shall preside over the meeting of shareholders. In the case where the Chairman is not present or unable to perform his duty, the Vice-Chairman shall preside over the meeting. If there is no Vice-Chairman, or the Vice-Chairman is unable to perform his duty, the shareholders present at the meeting may elect one of their number to chair the meeting.

Section 35. In casting votes, one share shall be entitled to one vote. Any shareholder who has a vested interest in any matter shall not be entitled to vote on such matter, except for voting on the election of directors. The resolution of the meeting of shareholders shall consist of the following votes:

- (1) In normal cases, the majority of votes of shareholders who attend the meeting and cast votes. In case of an equality of votes, the Chairman of the meeting shall have a casting vote.
- (2) In the following cases, a resolution shall be passed by votes of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and are entitled to vote:
 - (a) The sale or transfer of the whole or a substantial part of the business of the Company to other persons;
 - (b) The purchase or acceptance of transfer of the business of private companies or other public companies by the company;
 - (c) The entry into, amendment or termination of contracts with respect to the leasing out of the whole or a substantial part of the business of the Company, the assignment to any other persons to manage the business of the Company or the amalgamation of the business with other persons with the objective towards profit and loss sharing;
 - (d) The amendment of the Memorandum of Association or Articles of Association;
 - (e) The increase or decrease in the Company's capital;

- (f) The dissolution of the Company;
- (g) The issuance of debentures of the Company;
- (h) The amalgamation of the Company with another company

Section 36. Business to be transacted at an annual general meeting are as follows:

- (1) To acknowledge the report of the Board of Directors on the Company's operating results in the preceding year;
- (2) To consider and approve the balance sheet and profit and loss statement;
- (3) To consider the appropriation of profits and the payment of dividend;
- (4) To consider and approve the appointment of directors to replace those who are retiring by rotation;
- (5) To consider and approve directors' remuneration;
- (6) To consider and approve the appointment of auditors and their remuneration; and
- (7) Other business.

Guideline for the registration, appointment of proxy, documents and evidences to be presented on the meeting date

The registration

The Company will commence the registration for the meeting attendance for the shareholders and/or the proxies at 12.45 hrs. on Monday April 20, 2015, at Dhepleela Room, SC Park Hotel, 474 Praditmanutham Rd., Wangthonglang, Bangkok, location map is as appeared in Enclosure 8.

The appointment of proxy

In the case that the shareholders are unable to attend the meeting, the shareholders can appoint other person as their proxy to attend the meeting and vote on their behalf. The Company has provided 3 Proxy Forms in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce. The Proxy Form B has been enclosed together with this invitation letter, as appeared in Enclosure 4. As for Proxy Form A and Form C, the shareholders can download from the Company's website at www.planbmedia.co.th. Each proxy form has the characteristics as follows:

- Proxy Form A: is the general and simple form.
- Proxy Form B: is the form with fixed and specific details authorizing proxy
- Proxy Form C: is the form for shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper.

The appointment of proxy can be conducted as follows:

1. The general shareholders may choose to use either Proxy Form A or Proxy Form B. in any case, only one type of the proxy form can be chosen. The Company recommends the shareholders to use Proxy Form B. and specify the voting for each agenda.
2. The shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper shall choose to use Proxy Form C.
3. The shareholders appoint the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
4. The shareholders can appoint any person to be their proxies as they wish, or appoint the independent director of the Company whose names and profiles are as appears in Enclosure 5 to be their proxies. If the shareholders choose to appoint the independent director of the Company to be their proxies, the Company recommends the shareholders to use Proxy Form B. and specify

the voting for each agenda, and deliver the proxy form with the supporting documents to Plan B Media Public Company Limited at Investor Relations (Khun Prasong Jarungbenjatham) 1213/420 Soi LatPhrao 94 (Panchamitra), Plubpla, Wangthonglang Bangkok 10310, telephone No. (662) 530-8053-6 #201 in which the documents shall arrive at the Company no later than 10 April 2015.

5. The proxy form must be correctly and clearly filled in, and signed by the grantor and the proxy. And affixed with Baht 20 stamp duty, crossed and specified the date such proxy is made.
6. The proxy **must present** the proxy form and supporting documents at registration desk for proxies on the meeting date.

Documents to be presented on the meeting date

Individual

1. In case the shareholders attend the meeting in person, it is required to present valid identification card or government officer card or driving license or passport (in case of foreign shareholders), including evidence of name or surname change.
2. In case the shareholders appoint proxy, it is required to present the following documents:
 - 1) The proxy form, correctly and completely filled in and signed by the grantor and the proxy, and affixed with a stamp duty.
 - 2) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the grantor, certified as true and correct copy by the grantor.
 - 3) Valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy

Juristic Persons

1. In the case the authorized representative of the shareholders attend the meeting in person, it is required to present the following documents:
 - 1) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.
 - 2) Copy of an affidavit of the shareholder, issued by the Ministry of Commerce, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who attends the meeting is empowered to act on behalf of such juristic shareholder.
2. In the case the shareholders appoint the proxy to attend the meeting, it is required to present the following documents:

- 1) The proxy form, correctly and completely filled in and signed by the grantor and the proxy, and affixed with a stamp duty.
 - 2) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.
 - 3) Valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy.
 - 4) Copy of an affidavit of the shareholder, issued by the Ministry of Commerce, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who signs the proxy form is empowered to act on behalf of such juristic shareholder.
3. In the case the shareholders, who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, appoint a proxy by using Proxy Form C., it is required to present the following documents:
- 3.1 Documents from custodian
- 1) The Proxy Form C, correctly and completely filled in and signed by the authorized representative of the custodian which is the grantor and the proxy, and affixed with a stamp duty.
 - 2) Document confirming that the person who signed the proxy form is permitted to operate the custodian business.
 - 3) Copy of an affidavit of the custodian, certified as true and correct copy by the authorized representative of the custodian, with the statement showing that such authorized representative of the custodian, who signs the proxy form as the grantor, is empowered to act on behalf of the custodian.
 - 4) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative of the custodian, certified as true and correct copy by the representative.
- 3.2 Documents from shareholder
- 1) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.
 - 2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with the statement showing that such authorized

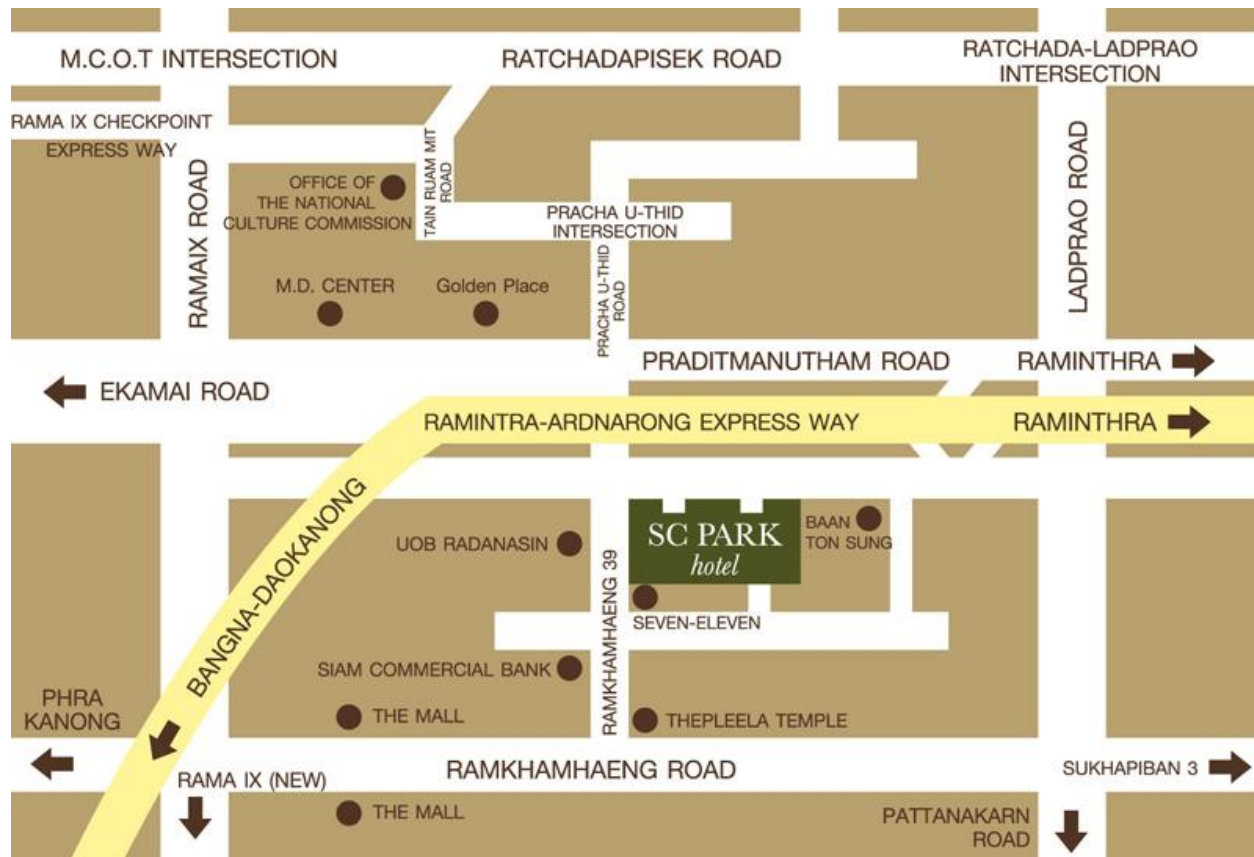
representative who signs the power of attorney is empowered to act on behalf of such juristic shareholder.

- 3) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.

3.3 Documents from proxy

It is required to presented Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy, certified as true and correct copy by the representative.

The Map of the meeting venue Plan B Media Public Company Limited



Dhepleela Ballroom, SC Park Hotel,
474 Praditmanutham Road, Wangthonglang District, Bangkok