



Ref. EGM 1/2013

M Pictures Entertainment Public Company Limited

15 July 2013

Subject : Invitation to the Extraordinary General Meeting of Shareholders No. 1/2013

Attention : All Shareholders

Enclosures :

1. Explanation on how to give a proxy, registration, identifying documents required for attending the Meeting, voting at the Shareholders' Meeting;
2. A copy of Minutes of the Annual General Meeting of Shareholders for the year 2013;
3. Information Memorandum in connection with the Acquisition / Disposition of Assets Transaction and Connected Transaction regarding the purchase of ordinary shares in Major Kantana Broadcasting Co., Ltd. and Talent One Co., Ltd.;
4. Increase of Capital Form;
5. Opinion report of independent financial advisor regarding the Acquisition / Disposition of Assets Transaction and Connected Transaction regarding the purchase of ordinary shares in Major Kantana Broadcasting Co., Ltd. and Talent One Co., Ltd.;
6. Proxy Form (Form B);
7. Brief information of the independent directors proposed by the Company to be proxies in place of Shareholders who cannot attend the Meeting in person;
8. Map of the Meeting Venue; and
9. Copy of certain part of the Articles of Association of the Company in relation to the Meeting of the Shareholders.

The Board of Directors Meeting No. 4/2013 of M Pictures Entertainment Public Company Limited (the “Company”) has passed a resolution to call the Extraordinary General Meeting of Shareholders No. 1/2013 on 30 July 2013 at 10.00 a.m. at at Major Cineplex Ratchayothin, 5th Floor, Cinema 5, 1839, Phaholyothin Road, Ladyao Sub-district, Jatujak District, Bangkok to consider the following agenda;

Agenda Item 1

The Chairman informs the Meeting

Agenda Item 2

To approve and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2013 held on 23 April 2013

Facts and Reasons

The Annual General Meeting of Shareholders for the year 2013 of the Company was held on 23 April 2013 and its correct record of the minutes are enclosed hereto (Enclosure No.2).

Opinion of the Board

The Board of Directors has considered the matter and is of the opinion that the Shareholders should approve and adopt such Minutes (Enclosure No. 2).

Agenda Item 3

To consider and approve of the Company entering into the Acquisition of Assets Transaction and the Connected Transaction deriving from the purchase of the ordinary shares in Major Kantana Broadcasting Co., Ltd. (“M Channel”) and Talent One Co., Ltd. (“T1”)

Facts and Reasons

In order to expand the Company’s business and increase potential of the Company’s business operation, the Company would like to enter into the Acquisition of Assets Transaction and the Connected Transaction deriving from the purchase of the ordinary shares in Major Kantana Broadcasting Co., Ltd. (“M Channel”) and Talent One Co., Ltd. (“T1”). The details are as follows:

- (a) To purchase ordinary shares of M Channel in the amount of 4,000,000 shares (equivalent to 100 percent of the total shares of M Channel) at the price of Baht 14.38 per share from Major Cineplex Group Public Company Limited (“Major”) which is the major shareholder of the Company in the amount of 1,799,996 shares and from all other 6 shareholders of M Channel (which include Mr. Vicha Poolvorluck, a director and the major

shareholder of Major, whereby Mr. Vicha Poolvoruluck holds 4 shares in M Channel) in the amount of 2,200,004 shares, amounting to Baht 57.50 Million in total. In this regard, the Company will make payment for the shares in M Channel by issuing and offering of 21,200,000 new ordinary shares at the offering price of Baht 2.71 to each of the shareholders of M Channel instead of the payment of the purchase price of M Channel's shares in cash (in other words, Major and all other shareholders of M Channel will pay for the subscription price of the new share of the Company with the shares of M Channel held by them (Share Swap)). The Share Swap ratio will be equal to 5.30 newly issued shares of the Company to 1 M Channel's shares. If in calculation of the Swap Ratio there is a fraction of share, such fraction will be disregarded.

- (b) To purchase ordinary shares of T1 in the amount of 320,000 shares (equivalent to 80 percent of the total shares of T1) at the price of Baht 59.7 per share from Major, amounting to Baht 19.10 Million in total. In this regard, the Company will make payment for the shares in T1. by issuing and offering of 7,040,000 new ordinary shares at the offering price of Baht 2.71 to Major instead of the payment of the purchase price of T1's shares in cash (in other words, Major will pay for the subscription price of the new share of the Company with the shares of T1 held by it (Share Swap)). The Share Swap ratio will be equal to 22 newly issued shares of the Company to 1 T1's share. If in calculation of the Swap Ratio there is a fraction of share, such fraction will be disregarded.

The Company's offering price of the new shares is not regarded as the Company has sold shares below the market price which is calculated by the weighted average trading price of the Company's shares traded on the Stock Exchange 15 consecutive trading days prior to the date that Board of Directors has passed the resolution in the Board of Directors' Meeting No.3/2013 (calculated from the market price during

17 April – 9 May 2013 at the price of Baht 2.71 per share).

The entering into the above Transactions is regarded as the Asset Acquisition Transaction of a listed company under the Notification of the Capital Market Supervision Board No. Tor Chor. 20/2551 Re: Rules for Significant Transactions Constituting an Acquisition or Disposal of Assets, and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Performance of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (the “**Acquisition / Disposition Notification**”). Having been calculated the size of the Transaction in relation to the acquisition of shares in M Channel and T1 according to the Acquisition/Disposition Notification, the size of the aforementioned Transactions are equal to 110 percent (calculated by comparing the Net Tangible Assets of asset acquired and the total net tangible assets of the Company and its subsidiaries pursuant to the consolidated financial statements of the Company ended 31 March 2013) which is regarded as a Type 1 Transaction under the Acquisition / Disposition Notification.

Furthermore, as Major is a major shareholder of the Company holding 476,830,789 shares in total as of 10 May 2013 (equivalent to 74.36 percent of the total issued shares of the Company) and Mr. Vicha Poolvorarluck who is a director and the major shareholder of Major, the purchase of M Channel's and T1's shares from Major and Mr. Vicha Poolvorarluck is also regarded as a Connected Transaction pursuant to the Notification of the Capital Market Supervision Board No. Tor Chor. 21/2551 Re: Rules for Connected Transactions, and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Performance of Listed Companies Concerning Connected Transactions B.E. 2546 (the “**Connected Transaction Notification**”). The size of the Transactions is equal to 111.01 percent of consolidated Net Tangible Assets of the Company and its subsidiaries pursuant to the consolidated financial statements of the Company ended 31 March 2013.

Therefore, the entering into the above Transactions, the Company is required to obtain the approval from the Shareholders' Meeting passing the resolutions approving the Company's Asset Acquisition Transaction and Connected Transaction as aforementioned by votes of not less than 3/4 of the total number of shareholders and/or proxy attending the meeting and having the right to vote, excluding shareholders that have interest in these Transactions according to the Acquisition/Disposition Notification and the Connected Transaction Notification. The list of shareholders having interest in the transaction is Major Cineplex Group Plc.

Nonetheless, the Company will enter into the above Transactions on the conditions that the Shareholders' Meeting of the Company has passed the resolutions approving the Company to enter into the said Transactions and that each relevant party has executed the relevant share purchase agreement including any other related documents and that conditions precedent to the said share purchase agreement have been fulfilled.

In case the Extraordinary General Meeting of Shareholders No. 1/2013 of the Company has not approved the entering into the aforesaid Transactions mentioned in this Agenda item 3, the Company will not consider other matters further mentioned in Agenda items 4-5 below.

Other important details are provided in the Information Memorandum in connection with the Acquisition of Assets Transaction and Connected Transaction attached to this notice (Enclosure No.3).

Opinion of the Board

The Board of Directors has considered the matter and is of the opinion that the Shareholders should approve the entering into the Acquisition of Assets Transaction and the Connected Transaction deriving from the purchase of the ordinary shares in M Channel and T1 as aforementioned and the Shareholders should approve that the authorization of the Board of Directors and/or the Chief Executive Officer and/or any of authorized directors of the Company to have the

powers to negotiate, execute, sign and deliver the sales and purchase agreement including to have the powers to proceed with any actions necessary or in connection with the sale and purchase transactions of the said shares in all respects including having the power to appoint the substitute.

Agenda Item 4

To consider and approve the increase of the Company's registered capital and the amendment to Clause 4 of the Memorandum of Association of the Company in order to reflect the increase of the Company's registered capital

Facts and Reasons

The Company would like to increase its capital for offering the newly issued shares to Major and other shareholders of M Channel for the purpose of Share Swap instead of making cash payment for the shares in M Channel and T1.. The Company will increase its registered capital in the amount of Baht 28,240,000 by issuing 28,240,000 new ordinary shares at the par value of Baht 1 per share. The registered capital of the Company after capital increase will be Baht 675,902,500 divided into 675,902,500 shares at the par value of Baht 1. The details appear in accordance with Increase of Capital Form attached together with this invitation letter (Enclosure No.4)

Moreover, to comply with the applicable law, the Company is required to amend Clause 4 of the Memorandum of Association to be in line with the capital increase.

Opinion of the Board

The Board of Directors has considered the matter and is of the opinion that the Shareholders should approve the increase of the Company's registered capital in the amount of Baht 28,240,000 by issuing 28,240,000 new ordinary shares at the par value of Baht 1 per share and the Shareholders should approve the amendment to Clause 4 of the Memorandum of Association of the Company to reflect the increase of the Company's registered capital as follows:

"Clause 4 Registered Capital Baht 675,902,500
(Baht Six Hundred Seventy Five

Million Nine Hundred Two Thousand
Five Hundred)

Divided into 675,902,500 shares
(Six Hundred Seventy Five Million Nine
Hundred Two Thousand Five Hundred
shares)

At the par value of Baht 1 (Baht one)

Categorized as

Ordinary shares 675,902,500 shares
(Six Hundred Seventy Five Million
Nine Hundred Two Thousand Five
Hundred shares)

Preferred shares None”

Agenda Item 5

To consider and approve the allotment of the newly issued ordinary shares

Facts and Reasons

In order to be in accordance with law, the Shareholders’ Meeting is required to approve the allotment of the newly issued ordinary shares.

Opinion of the Board

The Board of Directors has considered the matter and is of the opinion that the Shareholders should approve the allotment of 28,240,000 newly issued ordinary shares at the par value of Baht 1 per share to specific persons on the private placement basis according to the Notification of the Capital Market Supervision Board No. Tor Chor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (as amended) at the offering price of Baht 2.71 per share as per the following details:

- (a) 21,200,000 new ordinary shares (total value of Baht 57.50 Million will be allotted to Major Cineplex Group Public Company Limited

("Major") and other shareholders of Major Kantana Broadcasting Co., Ltd. ("M Channel") in return for the transfer of their shares in M Channel (having the total value of Baht 57.50 Million) to the Company for the payment of the subscription price of the newly issued shares of the Company instead of payment by cash. (The Swap Ratio is 1 M Channel's share to 5.30 the Company's new ordinary shares. Any fraction of share will be disregarded.) The offering and sell of the said ordinary shares can be done within one time or from time to time.

- (b) New ordinary shares in a number of 7,040,000 in consideration of Major transferring its shares in Talent One Co., Ltd. ("T1") amounting to Baht 19.10 Million in total in order to pay for the newly issued shares of the Company instead of payment by cash. (The Swap Ratio is 1 T1's share to 22 the Company's new ordinary shares. Any fraction of share will be disregarded.)

In addition, the Shareholders should approve the authorization to the Board of Directors and/or the Chief Executive Officer and/or any of authorized directors of the Company to have the powers to proceed with any actions necessary and in connection with the above mentioned share offering in all respects including specifying the details and conditions thereof, date and time for subscription, and appointment of the substitute etc.

Agenda Item 6

To consider other Business (if any)

The Company has set the record date on 25 June 2013 to determine the Shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No.1/2013 to vote and the shareholder register book closing date on 26 June 2013 to compile the Shareholder List pursuant to Section 225 of the Securities and Exchange Act B.E.2535.

In addition, Notice of the Extraordinary General Meeting of Shareholders No. 1/2013 of the Company and Attachments are available at the Company's website (<http://www.mpic-th.listedcompany.com/shareholdermeeting.html>). For any questions concerning the proposed agendas, the Company

welcomes opportunity to clarify these matters in the Meeting. Please forward your questions in advance to ir@mpictures.co.th.

Please be invited to attend the meeting at the time and place as mentioned. The Company will allow the Shareholders to register from 8.00 a.m. Shareholder can either attend the Meeting himself or appoint representative who are of juristic age to attend and cast vote on their behalf. In order to register conveniently and quickly, Shareholders or the Proxy attending the Meeting on behalf of the Shareholders are requested to bring evidence(s) as stated in the Attachments 1 and 6 and show it for the rights to attend the Meeting. In case the Shareholder appoints the independent director of the Company, the Shareholder is requested to send the reply envelope enclosed documents evidence(s) as stated in the Attachments 1 and 6 and a proxy to the Company in order to precede your further intention.

Yours sincerely,



(Mr. Tirachai Vutithum)

Chairman of the Board of Directors

By the order of the Board of Directors

M Pictures Entertainment Public Company Limited