



Minutes of Extraordinary General Shareholders Meeting No.1/2014

M Pictures Entertainment Public Company Limited

The Meeting was held on Tuesday July 22, 2014 at Major Cineplex Ratchayothin, 5<sup>th</sup> Floor, Cinema 5, 1839, Phahonyotin Road, Lad Yao Sub-district, Jatuchak District, Bangkok.

The Meeting Commenced at 10.00 a.m.

Mr. Tirachai Vutithum, Chairman of The Board of Director was the Chairman of the Meeting. Mrs. Araya Sunlakawit was the secretary of meeting, informed the Meeting that Shareholders attended the Meeting by 71 persons and proxies in total shareholding 615,972,097 shares or 93.64 % of the total paid-up capital of the Company (657,928,978 shares) which constitutes a quorum as required by the Articles of Association of the Company. The Chairman introduced the Directors and Executives of the Company including of Legal Consultant who are attended the Meeting as namely below;

Directors attended the Meeting:

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| 1. Mr. Tirachai Vutithum        | Independent Director and Chairman of the Board of Director |
| 2. Mr. Vicha Poolvaraluk        | Director and Vice Chairman of the Board of Director        |
| 3. Mr. Thanakorn Puriwekin      | Director and Chief Executive Officer                       |
| 4. Mr. Thanachai Santichaikul   | Independent Director and Chairman of Audit Committee       |
| 5. Mr. Attapon Chodchoy         | Independent Director and Audit Committee                   |
| 6. Mr. Vichate Tantiwanich      | Independent Director and Audit Committee                   |
| 7. Mr. Veerawat Ongvasith       | Director   |
| 8. Mr. Sangar Chatchairungruang | Director   |
| 9. Ms. Thitapat Issarapornpat   | Director   |

Company Secretary:

- |                               |                                       |
|-------------------------------|---------------------------------------|
| 1. Ms. Thitapat Issarapornpat | Acting on behalf of Company Secretary |
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Legal Consultant

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| 1. Mrs. Araya Sunlakawit | Siam Premier International Law Office Limited. |
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**Secretary of Meeting:**

1. Mrs. Araya Sunlakawit

After the Chairman informed the procedure of vote, and then suggested the Meeting to consider the agendas as follows;

**Agenda 1**                      **Chairman informed the Meeting**

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**Agenda 2**                      **To approve and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2014 held on 23 April 2014**

The Chairman proposed to the Meeting to approve and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2014 held on 23 April 2014 which was sent to shareholders together with the Notice of the meeting.

**Resolution**                      The Meeting considered the matter and unanimously approved to adopt the Minutes of the Annual General Meeting of Shareholders for the year 2014 held on 23 April 2014 as the Chairman proposed with the votes as approved 615,975,197 votes (100 % of the total votes of the shareholders attended the Meeting and voted at the Meeting), disapproved 0 vote and abstained 0 vote.

**Agenda 3**                      **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**

The secretary of the meeting informed the meeting that the Company would like to increase its capital for offering the newly issued shares to shareholders of the Company for the purpose of Right Offering. The Company will increase its registered capital in the amount of Baht 657,829,978 by issuing 657,829,978 new ordinary shares at the par value of Baht 1 per share. The registered capital of the Company after capital increase will be Baht 1,322,072,456 divided into 1,322,072,456 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.3)

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.

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 657,829,978 by issuing 657,829,978 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 1,322,072,456 (Baht One Thousand Three Hundred Twenty Two Million Seventy Two Thousand Four Hundred and Fifty-Six)
Divided into	1,322,072,456 shares (One Thousand Three Hundred Twenty Two Million Seventy Two Thousand Four Hundred and Fifty-Six shares)
At the par value of	Baht 1 (Baht one)
Categorized as	
Ordinary shares	1,322,072,456 shares (One Thousand Three Hundred Twenty Two Million Seventy Two Thousand Four Hundred and Fifty-Six shares)
Preferred shares	None”

The Chairman asked the Meeting that there was any shareholder would like to ask or propose any matter to the Meeting or not.

Ms. Siriporn Sagnoptham, a proxy of Thai Investors Association, questioned that the shareholders will be paid the dividend for the operation of the Company of 2014 if the shareholders subscribe for newly issued ordinary shares.

-Ms. Thitapat Issarapornpat, Director, informed the meeting that the dividend depends on the performance of the Company. If the performance generates loss, the Company cannot pay dividend to the shareholders.

Mr. Korbkit Kittisopakune, a shareholder and a proxy, questioned whether the executive and the directors who exercised the MPIC-ESOP #1 having the right to subscribe the newly ordinary shares and he would like to know the details of the MPIC-Esop#1 project.

-Ms. Thitapat Issarapornpat, Director, answered the meeting that there's no the warrant's exercise and the MPIC-ESOP #1 remains for 3 years with the offering price at 1.59 Baht per warrant.

Mr.Kiat Sumongkoltanakul, a proxy, would like to know whether the Company will adjust the MPIC-ESOP #1's right due to the offering price for the MPIC-ESOP#1 is 1.59 Baht per warrant though the offering price for the subscription newly ordinary share is 1.50 Baht.

-Ms. Thitapat Issarapompat, Director, answered the meeting that the right of MPIC-ESOP#1 will be adjusted after the meeting passing solution of the agenda of the meeting.

A shareholder asked the directors what is the purpose of the capital increase.

-Mr. Thanakorn Puriwekin, Director and Chief Executive Officer, informed the meeting that there are 2 main purposes: to expand the content business of the Company and to pay the debt of the Company.

There was no question and proposal therefore, the Chairman proposed the Meeting to 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

#### Resolution

The Meeting considered the matter and unanimously 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 as the Chairman proposed with the votes as approved 615,975,404 votes (100% of the total votes of the shareholders attended the Meeting and having right to vote at the Meeting), disapproved 0 vote and abstained 0 vote.

#### Agenda 4

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

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

The Board of Directors has considered the matter and is of the opinion that the Shareholders should approve the allotment of 657,829,978 newly issued ordinary shares at the par value of Baht 1 per share to the shareholders of The Company on the Right Offering basis at ratio of 1 existing share to 1 new share at the offering price of Baht 1.50 per share. The existing shareholders are not entitled to the rights of oversubscription. The Company determines the names of shareholders having the rights to be allotted for new ordinary shares on 30 July 2014 (Record Date) and providing the collection of the name under Section 225 of Securities and Stock Exchange of Thailand Act B.E. 2535 (as amended) by closing method of

shareholders register book suspending the transfer of shares on 31 July 2014. The subscription and payment period for the purchase of the increased ordinary shares will be during 19-22 and 25 August 2014 at 9.00am – 3.30 pm.

In the case there are remaining unsubscribed ordinary shares from the allocation above, it shall be further considered by the shareholders' meeting.

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

The Chairman asked the Meeting that there was any shareholder desires to ask or propose any matter to the Meeting or not.

Mr.Kiat Sumongkoltanakul, a proxy, would like to know why the shareholders cannot oversubscribe for newly ordinary share.

-Mr. Thanachai Santichaikul, Independent Director and Chairman of Audit Committee, informed the meeting that for that condition, the major shareholder can oversubscribe which making proportion of shareholding of the major shareholder of the Company higher and we expect that the other minor shareholders will use their rights for subscribing newly ordinary shares thus the increasing capital might slightly miss the target.

There's no question. The Chairman proposed the Meeting to approve the allotment of the newly issued ordinary shares.

#### Resolution

The Meeting considered the matter and unanimously approved the allotment of the newly issued ordinary shares as the Chairman proposed with the votes as approved 616,305,804 votes (100% of the total votes of the shareholders attended the Meeting and having right to vote), disapproved 0 vote and abstained 0 vote.

#### Agenda 5

To consider other Business (if any)

-No-

The Chairman asked the Meeting that there was any shareholder desires to ask or propose any matter to the Meeting or not.

Ms.Sutathip Techachakrit, a shareholder, questioned the directors that what is the direction of the Company after increasing capital, how the Company competes with Kantana Group Public Company Limited.

-Mr.Vicha Poolvaraluk, Director and Vice Chairman of the Board of Director, informed the meeting that in the past, the Company focused on home entertainment business and the Company acquired films' rights for 2 channels; distributing for the theatre and home entertainment. The cost for the acquisition was 15-12 millions dollar per year. However, in the recent years, home entertainment is not popular because the consumer's behaviors have changed therefore, the Company modified the structure to the content provider which are the international movies' distributor replacing acquired from film festival and Thai films production which approximately producing the movies 5 titles per year. Moreover, Thai movies in the up country grew up about 30% comparing the previous year and the Company expects Thai movies are the export product to abroad.

For Kantana Public Company Limited, Mr. Vicha Poolvaraluk said that Kantana is our business' partner not our competitor.

In addition, Mr.Vicha Poolvaraluk informed the meeting that the capital increase will make our financial status strong and strengthen the Company absolutely.

The Chairman asked the Meeting that there was any shareholder desires to ask or propose any matter to the Meeting or not.

There was no question and proposal, therefore, the Chairman declared the Meeting closed at 11.00 a.m.

*-Mr. Tirachai Vutithum-*

[Mr. Tirachai Vutithum]

Chairman of the Board