

prescribed by law including being publicized on the Company's website (www.mpictures.co.th). The details are as shown in a copy of the minutes of the 2017 Annual General Meeting of Shareholders enclosed hereto (Enclosure No.2).

Opinion of the Board

The Board of Directors considered and opined that the minutes of the 2017 Annual General Meeting of Shareholders had been properly and completely recorded. The Board of Directors deemed appropriate to propose to the shareholders' meeting to approve the minutes of the 2017 Annual General Meeting of Shareholders held on April 7, 2017 as shown in a copy of the minutes of the 2017 Annual General Meeting of Shareholders proposed by the Board of Directors.

Votes Required

Majority votes of the total votes of the shareholders attending the meeting and casting their votes.

Agenda 3

To acknowledge the results of business operations in 2017

Facts and Reasons

Reporting the results of business operations in 2017 as provided in the Annual Report attached herewith and sent to the shareholders together with the invitation letter of this meeting (Enclosure No.3).

Opinion of the Board

The Board of Directors considered and deemed appropriate to propose the 2017 results of business operations to the shareholders' meeting for its acknowledgement.

This agenda is for the shareholders' acknowledgement; therefore, a vote is not required.

Agenda 4

To consider and approve the Balance Sheet, and the Profit and Loss Statements of the Company in the fiscal year 2017 ended on December 31, 2017

Facts and Reasons

Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 35 of the Company's Articles of Association, the Board of Directors must arrange preparation of the Balance Sheet and the Profit and Loss Statements for the fiscal year 2017 ended on December 31, 2017 and which have been considered by the Audit Committee and audited by the Certified Public Accountant. The details of which are as appeared in the Annual Report for the year 2017 (Enclosure 3).

Audit Committee's Opinion

The Audit Committee concluded that the procedures of preparing accounting and financial reports has sufficient internal control to be

adequately confident that the Company's financial status and operating results are in accordance with the general and accepted accounting principles altogether with adequately and timely disclosure for the benefit of the shareholders, investors and users of such statements for the purposes of making investment decisions.

Opinion of the Board

The Board of Directors has considered and deemed appropriate to propose the shareholders' meeting to approve the Balance Sheet, and the Profit and Loss Statements, for the fiscal year 2017 ended December 31, 2017, which was audited by the Auditor.

Votes Required

Majority votes of the total votes of the shareholders attending the meeting and casting their votes.

Agenda 5

To consider and approve non-declaration of dividend distribution and non-declaration of appropriation of net profit as legal reserve

Dividend Policy

Approximately 50% of the net profit after tax (with additional conditions)

Facts and Reasons

Since the 2017 business operations of the Company is deficit, the dividend distribution and appropriation of net profit as legal reserve according to Section 115 and 116 of the Public Limited Companies Act B.E. 2535 (as amended) cannot be declared.

Opinion of the Board

The Board of Directors has considered and deemed appropriate to propose the shareholders' meeting to approve non-declaration of dividend distribution or non-declaration of appropriation of net profit as legal reserve.

Vote Required

Majority votes of the total votes of the shareholders attending the meeting and casting their votes.

Agenda 6

To consider the election of directors to replace the retired directors from expiry of director's term.

Facts and Reasons

According to Article 14 of the Company's Articles of Association, on each Annual General Meeting of Shareholders, one-third (or the nearest to one-third) ratio of directors shall retire. If the retired directors are unable to divide to a one-third proportion, they shall be retired in the amount closes to the one-third ratio by selecting the directors to retire who served the as director in the Company longest; however, the retired directors may be re-elected.

In the 2018 Annual General Meeting of Shareholders, the directors who shall be retired pursuant to the expiry of director's term at one-third ratio of all directors are confirmed to be the following 3 persons:

1. Mr. Thanakorn Puriwekin Director and Chief Executive Officer
2. Mr. Attapon Chodchoy Independent Director and
Audit Committee
3. Ms. Apirak Varachanonth Director

Preliminary information and profiles of each retired director nominated for re-election as directors for another term have been delivered to the shareholders attached with this invitation letter (Enclosure No.4).

Principles of Election of the Company's Director(s)

The Board of Directors has considered and nominated the eligible person(s) to be candidate(s) for election as the Company's director(s).

In addition, to be in line with the principle of good corporate governance, the Company enabled the shareholders to nominate qualified candidate(s) for an election of the Company's director(s) in the 2018 Annual General Meeting of Shareholders in advance from November 1, 2017 to January 31, 2018 (by informing the shareholders via website of the Stock Exchange of Thailand) in order for the Board of Directors to consider the eligibility. However, no shareholder proposed any qualified candidate(s) for such 2018 Annual General Meeting of Shareholders.

Opinion of the Board

The Board of Directors has considered and agreed that the shareholders Meeting should re-elect said 3 directors who retired by expiry of their director's term to resume their positions as the directors of the Company for another term. Moreover, the independent director can give opinions independently in compliance with the related rules.

Votes Required

Majority vote, as stipulated in Article 13 of the Company's Articles of Association.

Agenda 7

To consider and approve the payment of the remuneration and the meeting allowance of the directors of the Company for the Year 2018.

Facts and Reasons

Section 90 of the Public Limited Companies Act B.E. 2535 (as amended) indicates that "the remuneration payment for directors requires approval from the shareholders and the resolution shall be supported by a vote of not less than two-thirds of the total number of shareholders attending the meeting".

Principles and Proposal of the Director's Remuneration

The Board of Directors has considered the director's remuneration by taking into account the following matters: Conformity with other listed companies within the same industry including the performance, obligations and responsibilities of the directors.

Opinion of the Board

The Board of the Directors considered the 2018 remuneration of the directors by appropriateness of the remuneration which is compatible with the roles and responsibilities and compared with other companies in both similar industry and size from the Survey on Remuneration of the Listed Companies' Directors by the Thai Institute of Directors Association including business expansion and growth of business operations. The Board of Directors has issued the resolution to determine the 2018 remuneration of directors at the same amount in the previous year as follows:

Unit : Baht

Categories of Remuneration	Y2016	Y2017	Y2018 (Required Approval)
Meeting allowances per attendance at the meeting	8,000.00	8,000.00	10,000.00
Chairman of the Board of Director	110,000.00	110,000.00	140,000.00
Vice Chairman of the Board of Director	90,000.00	90,000.00	110,000.00
Chairman of Audit Committee	90,000.00	90,000.00	110,000.00
Directors	60,000.00	60,000.00	85,000.00
Total Limit	<u>2,000,000.00</u>	<u>2,000,000.00</u>	<u>2,200,000.00</u>

The Board of Directors has considered and deemed appropriate to propose to the shareholders' meeting to approve and determine the 2018 remuneration of directors in the amount not exceeding Baht 2.20 Million.

Votes Required

An affirmative vote of not less than two-thirds of the total number of shareholders attending the Meeting.

Agenda 8

To consider the appointment of the Company's auditors and determining the 2018 auditing fee

Facts and Reasons

Pursuant to Section 120 of the Public Limited Companies Act B.E.2535 (as amended) and Article 32 of the Company's Articles of Association which

determine that the General Meeting of Shareholders appoint an auditor and determine the auditing fee in every year based on consideration and recommendation from the Audit Committee, the Board of Directors considered to propose to the General Meeting of Shareholders to appoint the auditors from PricewaterhouseCoopers ABAS Limited as the Company and Subsidiaries' Auditors by determining either auditor as below to audit and opine on the Company's 2018 financial statements and consolidated financial statements:

1. Ms. Sakuna Yamsakul, Certified Public Accountant No. 4906, or
2. Mr. Chanchai Chaiprasit, Certified Public Accountant No. 3760, or
3. Mr. Boonlert Kamolchanokkul, Certified Public Accountant No. 5339.

In the case that the auditors whose names appear above cannot carry out their duty, PricewaterhouseCoopers ABAS Limited is authorized to appoint another auditor of PricewaterhouseCoopers ABAS Limited to perform the work.

None of the above three-nominated auditors has reviewed or audited and given their opinion on the Company's financial statements and consolidated financial statements for 5 consecutive fiscal years.

Moreover, PricewaterhouseCoopers ABAS Limited and the three auditors mentioned above are completely independent from the Company and have no relation/interest with the Company, its subsidiaries, executives, major shareholders or connected persons of such auditors in a manner which may affect the independency of the auditor.

In the section of auditor's remuneration, the Audit Committee of the Company considered and determined based on the auditors' role and responsibilities in examining and auditing the Company and its subsidiaries' financial statements and consolidated financial statements. Therefore, the Audit Committee agrees to propose to the shareholders' Meeting the auditors' remuneration of the Company for the year 2018 at Baht 2,400,000 (the total amount of auditors' remuneration including for auditing the subsidiaries is Baht 4,440,000). The auditors' remuneration for the year 2018 compared with the year 2017 is as follows:

Unit: Baht

Company	Year 2017 Audit Fee	Year 2018 Audit Fee (Required Approval)
Review the interim financial statements of M Pictures Entertainment Plc for Quarter 1-3	1,335,000.00	1,395,000.00
Audit the annual financial statement of M Pictures Entertainment Plc.	995,000.00	1,005,000.00
Total	<u>2,330,000.00</u>	<u>2,400,000.00</u>
M Pictures Co., Ltd.	480,000.00	580,000.00
M V D Co., Ltd.	300,000.00	300,000.00
Pacific Media Sales Co., Ltd.	70,000.00	70,000.00
M Thirty Nine Co., Ltd.	525,000.00	525,000.00
Talent One Co.,Ltd.	250,000.00	280,000.00
Major Kantana Broadcasting Co., Ltd.	275,000.00	285,000.00
Matacognitions Co., Ltd.	60,000.00	60,000.00
Total	<u>4,290,000.00</u>	<u>4,500,000.00</u>

Non Audit Services: None (Year 2017: No)

Opinion of the Board

By approval of the Audit Committee, the Board of Directors has considered and deemed appropriate to propose to the shareholders' Meeting to approve the appointment of the auditors from PricewaterhouseCoopers ABAS Limited whereby any one of the auditors as aforementioned shall have the authority to conduct the audit and opine on the Company's 2018 financial statements and consolidated financial statements, and to determine the auditing fee of the Company for the year 2018 at Baht 2,400,000 (the total amount of auditors' remuneration including auditing the subsidiaries is Baht 4,440,000) and appointment of the auditors from Supachai Auditing Co., Ltd. to be the auditor of Metacognitions Co., Ltd. with auditing fee at 60,000 Baht as aforesaid.

Votes Required

Majority votes of the total votes of the shareholders attending the meeting and casting their votes.

Agenda 9

To consider and approve the decrease of the Company's registered capital by cancelling the unissued authorized shares and the amendment to Clause 4 Re: Registered Capital of the Memorandum of Association of the Company to be in accordance with the decrease of the Company's registered capital

Facts and Reasons

As the Company had issued the Warrants to purchase the ordinary shares of the Company to the Directors who are the executives, the executives and the employees of the Company and/or its subsidiaries (the "ESOP#1 Project" or "MPIC-ESOP#1") pursuant to the resolution of the 2012 Annual General Meeting of Shareholders, the ESOP#1 Project ended on 24 April 2017. In this regard, the Company intends to cancel its 2,220,029 ordinary shares which have been reserved for the exercise of the holders of the Warrants under the ESOP#1 Project.

Opinion of the Board

The Board of Directors has considered and deemed appropriate to propose the 2018 Annual General Meeting of Shareholders to approve the decrease of the Company's registered capital from Baht 1,315,337,205 to Baht 1,313,117,176 by cancelling the unissued authorized ordinary shares in the amount of 2,220,029 shares at a par value of Baht 1 (save for the unissued authorized ordinary shares amounting to 12,998,000 shares which have been reserved for the exercise of the holders of the Warrants under the ESOP#2 Project.) in order for the Company to be able to increase its capital to another amount.

In addition, in order to be in compliance with the Law, the shareholders' meeting is required to approve the amendment to Clause 4 re: Registered Capital of the Memorandum of Association of the Company to be in accordance with decrease of the Company's registered capital to be as follows:

"Clause 4 Registered Capital Baht 1,313,117,176 (Baht One Billion Three Hundred Thirteen Million One Hundred Seventeen Thousand One Hundred Seventy Six)

Divided into 1,313,117,176 shares (One Billion Three Hundred Thirteen Million One Hundred Seventeen Thousand One Hundred and Seventy Six shares)

At a par value of Baht 1 (Baht one) each

Categorized as

Ordinary shares 1,313,117,176 shares (One Billion Three Hundred Thirteen Million One Hundred Seventeen Thousand One Hundred Seventy Six shares)

Preferred shares None”

Votes Required

An affirmative vote of not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote.

Agenda 10

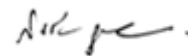
Other business (if any)

The Company has set the record date to be on March 2, 2018 to determine the shareholders who have the right to attend the 2018 Annual General Meeting of Shareholders (Record Date).

In addition, Notice of the 2018 Annual General Meeting of Shareholders of the Company and Attachments are available at the Company’s website (https://mpic.listedcompany.com/shareholder_meeting.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 orawant@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 08.30 a.m. The shareholders can either attend the Meeting themselves or appoint representatives who are of legal age to attend and to be entitled to vote on their behalf. In order to register conveniently and quickly, the shareholders or the Proxy attending the Meeting on behalf of the shareholders are requested to bring evidence(s) as stated in Attachment 1 and 5 and show it for the right to attend the Meeting. In case the shareholders appoint the independent director of the Company, the shareholders are requested to send the reply envelope with enclosed documents as evidence(s) as stated in Attachment 1 and 5 and a proxy to the Company in order to further proceed with the shareholder’s intention.

Yours sincerely,



(Mr. Tirachai Vutithum)

Chairman of the Board of Directors

M Pictures Entertainment Plc.