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Capital Increase Report Form
M Pictures Entertainment Public Company Limited
6 May 2014

We, M Pictures Entertainment Public Company Limited (The "Company"), hereby report the resolution of the Board of Directors Meeting No. 3/2014, held on 6 May 2014 at 10.00 a.m. in respect of capital increase/share allotment as follow:

1. Capital Increase

The Board Meeting passed a resolution approving the increase of the Company's registered capital from Baht 664,242,478 to Baht 1,322,072,456 by issuing 657,829,978 ordinary shares with a par value of Baht 1 each, totaling Baht 657,829,978. Details of type of capital increase are:

Type of Capital Increase	Type of Shares	Number of Shares	Par value (Baht/share)	Total (THB million)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	657,829,978	1	657,829,978
<input type="checkbox"/> General mandate	-Nil-	-Nil-	-Nil-	-Nil-

2. Allotment of New Shares

2.1 Details of allotment of new shares by specifying the purpose of utilizing proceeds

Allotted to	Number of Shares	Ratio (old : new)	Sale Price (Baht/Share)	Subscription and Payment Period
Existing shareholders	657,829,978	1 : 1	1.50 Baht	19-22 and 25 August 2014

Remark

- Ordinary shares in the amount of 657,829,978 shares at a par value of Baht 1 per share shall be allotted and offered to the Company's existing shareholders on a prorata basis at the subscription ratio of 1 existing share being entitled 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 and providing the collection of the name under Section 225 of Securities and Stock Exchange of Thailand Act 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 – 3.30pm

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 the details and conditions thereof, date and time for subscription, payment of subscription price and appointment of the substitute etc.

2. The Excess of Share Allotment

6,412,500 ordinary shares reserved for the exercise of warrants No. 1 (MPIC-ESOP1)

3. Schedule for a Shareholders Meeting to approve the capital increase and the allocation of shares:

The Extraordinary Shareholders Meeting (EGM) No. 1/2014 is scheduled to be held on July 22, 2014 at 10.00 a.m. time at Major Cineplex Ratchayothin, 5th Floor, Cinema 5, 1839, Phaholyothin Road, Ladyao Sub-district, Jatujak District, Bangkok. The Company has arranged to specify the names of shareholders entitled to attend the meeting ("Record Date") on 23 May 2014. The list of shareholders shall be compiled pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (1992) by closing the share register book ("Closing Date") on 26 May 2014.

4. Approvals of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any):

-None-

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase:

To modify capital structure of The Company for Content business supplied digital T.V.

6. Benefits which the Company will receive from the capital increase/share allotment:

The capital increase by mean of issuance of new shares will increase business capability and growth potential of the Company especially for serving contents for digital T.V.

7. Benefits which the shareholder will receive from the capital increase/share allotment:

7.1 Dividend Policy

The Company has a policy to pay dividends of approximated 50% of net profits after taxes.

7.2 Subscribers' right to receive dividends

Subscribers of new shares issued will be entitled to receive dividends from the Company's business operations starting from the period that the new shares are traded in the stock exchange onward.

7.3 Others

The Company will have stronger financial structure and more financial stability. This will enhance the value of the Company's shares in the future.

8. Other details necessary for shareholders to approve the capital increase/share allotment:

-None-

9. Schedule of action if the Board of Directors of the Company passes the resolution approving the capital increase or allotment of new shares:

Procedures of the Capital Increase	Date
The Board of Directors approved the capital increase and shares allotment	6 May 2014
Resolution of the Meeting of Board of Directors reported to the SET	6 May 2014
The date to determine shareholders entitled to attend AGM	23 May 2014
The date of share register book-closing to collect a list of shareholders	26 May 2014
Extraordinary General Meeting of Shareholders (EGM)	22 July 2014
Resolutions of the EGM reported to the SET	22 July 2014
The date of subscription and payment of the increase shares	19-22 and 25 August 2014

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

-Thanakorn Puriwekin-

(Mr. Thanakorn Puriwekin)

Position _____ Director _____

-Thitapat Issarapornpat-

(Ms.Thitapat Issarapornpat)

Position _____ Director _____

To be signed by the directors who are authorized to sign on behalf of the Company,