



Ref. EGM 1/2014

M Pictures Entertainment Public Company Limited

7 July 2014

Subject : Invitation to the Extraordinary General Meeting of Shareholders No. 1/2014

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 2014;
3. Increase of Capital Form;
4. Proxy Form (Form B);
5. Brief information of the independent directors proposed by the Company to be proxies in place of Shareholders who cannot attend the Meeting in person;
6. Map of the Meeting Venue; and
7. 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. 3/2014 of M Pictures Entertainment Public Company Limited (the "Company") has passed a resolution to call the Extraordinary General Meeting of Shareholders No. 1/2014 on 22 July 2014 at 10.00 a.m. 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 2014 held on 23 April 2014

Facts and Reasons The Annual General Meeting of Shareholders for the year 2014 of the Company was held on 23 April 2014 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 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 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.

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 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”

Agenda Item 4

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 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.

Agenda Item 5

To consider other Business (if any)

The Company has set the record date on 23 May 2014 to determine the Shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No.1/2014 to vote and the shareholder register book closing date on 26 May 2014 to compile the Shareholder List pursuant to Section 225 of the Securities and Exchange Act B.E.2535 B.E. 2535 (as amended).

In addition, Notice of the Extraordinary General Meeting of Shareholders No. 1/2014 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 5 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 5 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