

**Purposes and reasons
to support the Board of Directors' opinions**

Agenda 1 To certify the Minutes of the 2015 Annual General Meeting of Shareholders convened on 29 April 2015

The Company Secretary had prepared the minutes of the Annual General Meeting of Shareholders convened on April 29, 2015 which was subsequently considered by the Board who agreed that the said minutes correctly contained complete information and the resolutions of such meeting, The questions, answers and clarifications from the Board and the management were also attached to the minutes. Apart from having been delivered to the Stock Exchange of Thailand within 14 days from the date of the meeting, the minutes has also been posted on the Company's website at www.gmmgrammy.com for the shareholders to acknowledge and check its accuracy within an appropriate period. No shareholder raised an objection or requested an amendment to the minutes. (Please see details in Enclosure 2) Therefore, it was deemed appropriate to present the minutes of the Annual General Meeting of Shareholders convened on April 29, 2015 to the Meeting for certifying.

Required Resolution:

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

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Agenda 2 To acknowledge the operational results and the Annual Report for the year 2015;

The report by the Board and management with respect to the Company's business performance for the year 2015 ended December 31, 2015 has been produced portraying the operational results of the Company during 2015. The Board, having considered and deemed it correct and sufficient, hereby proposes that the Meeting acknowledge the Company's business performance during 2015 and as contained in the 2015 Annual Report which were delivered to the shareholders together with this Invitation Letter.

Required Resolution:

This agenda does not require any vote as this is to inform the Meeting for acknowledgement.

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Agenda 3 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending 31 December 2015;

In accordance with Section 112 of the Public Limited Companies Act B.E.2535 (and as amended) ("the Public Act"), the Company has to prepare the latest Statement of Financial Position and the Income Statement as at the end of the Company's fiscal year, to be presented and approved at the Annual General Meeting. The Company's Statement of Financial Position and the Comprehensive Income Statement for the year as of December 31, 2015, had been reviewed by the Board and the Audit Committee, having considered and deemed them correct, complete and sufficient pursuant to the

generally accepted accounting standards, and was duly audited and certified by auditors from **EY Office Limited**, who is the auditor of the Company. Details from the Statement of Financial Position and the Comprehensive Income Statement as of December 31, 2015 appears in the 2015 Annual Report and a printed summary of key financial information from the 2015 Annual Report is also attached to this Invitation Letter (Enclosure 3)

Required Resolution:

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

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Agenda 4 To approve the omission of profit apportionment as statutory reserve fund from the 2015 operational results

According to Section 116 of the Public Act and the Company's Articles of Association, Clause 38 which stated "The Company has to allocate not less than 5% of annual net profits as statutory reserves, net of accumulated losses (if any), until the value of statutory reserves is not less than 10% of registered capital unless the Company has another rule or regulation that otherwise specifies a higher reserve."

Nonetheless, according to the Company's performance in 2015 (Separate financial statements), it recorded a net loss of 930 million baht. The Company therefore could not be able to allocate the profit as statutory reserve fund.

Required Resolution:

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

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Agenda 5 To approve the omission of dividend payment from the 2015 operational results

The Company has a policy paying the dividends to shareholders at a rate of not less than 40% of the net profit after corporate income tax each year, based upon the separate Company's financial statements. According to Section 115 of the Public Act and the Company's Articles of Association Clause 37 which stated that "The Board of Directors may consider to allocate interim dividend payments to shareholders if the Company has adequate profits and shall report these payouts at the next shareholders' meeting."

According to the 2015 separate Income Statement, the Company recorded a net loss of 930 million baht, therefore, it should not be able to pay the dividend.

Details comparing the past 3 years for the dividend payments are shown as follows:

Details of dividend payment	2015 (separate)	2014 (separate)	2013 (separate)	2012 (separate)
Net Profits/(Loss):Million Baht	(930.00)	(3,963.3)	254.2	380.8
Retained Earnings/(Deficit):Million Baht	(3,970.49)	(3,015.2)	948.1	647.2
Earnings /(Loss) per Share:Baht	(1.13)	(6.02)*	0.45*	0.72
Rate of Dividend Payment				
· Interim Dividend Payment (Baht/Share)	-	-	-	-
· Annual Dividend Payment (Baht/Share)	None	-	-	-
Total Dividends Payment (Baht per Share)	-	-	-	-
Number of Shares (Million Share) - new	819.9	819.9	636.3	530.3
Total Dividend Payouts (Million Baht)	-	-	-	-
Dividend Payout Ratio (%)	-	-	-	-

*Weighted Average

Required Resolution:

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

Agenda 6 To approve the appointment of directors in place of those who are due to retire by rotation

Pursuant to the Public Act and Clause 14 of the Company's Articles of Association, one-third of all directors shall be retired by rotation each year. At this 2016 Annual General Meeting of Shareholders, there are 4 directors (from 11 directors) due to retire by rotation, namely:

Name	Position in the Board	Position in the Sub-Committees
Dr. Naris Chaiyasoot	Independent Director	Chairman of the Audit Committee/ Chairman of the Nomination and Remuneration Committee
Mrs. Veeranuch Thammavaranucupt	Independent Director	Member of the Audit Committee/ Member of the Corporate Governance and Ethics Committee
Mr. Chanitr Charnchinarong	Independent Director	Member of the Audit Committee

Name	Position in the Board	Position in the Sub-Committees
Mr. Sataporn Panichraksapong	Director	Member of the Corporate Governance and Ethics Committee

With respect to the Company's Good Corporate Governance Policy, the shareholders were given the opportunity to nominate the names of qualified persons for being considered to be elected as directors in advance for the 2016 Annual General Meeting of Shareholders via the Company's website www.gmmgrammy.com, from September 30, 2015 to January 15, 2016. However, there was no shareholder nominating the qualified persons to the Company.

The Nomination and Remuneration Committee (the "NRC") at the Meeting No.1/2016 held on February 26, 2016 had deliberately considered, taking into account the individual directors' qualifications in various aspects based on the best interest of the Company under the policy, criteria and nomination process of the Company, and found that all the 4 retired directors, namely Dr. Naris Chaiyasoot, Mrs. Veeranuch Thammavaranucupt, Mr. Chanitr Charnchinarong and Mr. Sataporn Panichraksapong, are fit to work for the Company as the directors for another term by reason of their qualifications that meets the requirements of the Public Act, their knowledge, abilities, experience, vision, and working performance including their devotion and support to the Company's business operation in the past years.

The Board (except those 4 retired directors who have conflicts of interest in this agenda), agreed with the NRC to propose the Meeting to endorse the appointment of the 4 aforementioned candidates as the Company's directors. Their profiles and other supporting information are set out in Enclosure 4.1-4.4.

Required Resolution:

A resolution for electing directors can be passed according to the method and procedure as stated in Clause 13 of the Company's Articles of Association (Enclosure 7).

Agenda 7 To approve the remunerations of the Board of Directors and subcommittees for the year 2016:

For the 2016 Annual General of Shareholders, the NRC and the Board considered the Board's remuneration and the Sub-Committees' remuneration for the year 2016 according to the Company's the guidelines and procedures by considering various factors in support of their determination, including the scope of responsibilities, contributions, work performance of the Company's directors, business expansion, a comparison with other companies in the same industry and similar nature of business, as well as the report of the 2014 Survey on Directors' Remuneration of Listed Companies in the Stock Exchange of Thailand conducted by Thai Institution of Directors (IOD). It was apparent that the Company's Board of Directors' and Audit Committee's remuneration was not different from the overall market average rate. Therefore, it was deemed appropriate to propose to the Meeting as the followings:

1. The Board of Directors' Remuneration

It was deemed appropriate to propose the Meeting to approve the Board of Directors' remuneration for the year 2016 as follows:

1.1 Monetary Remuneration

It was deemed appropriate to approve the Board of Directors' remuneration at the amount of 6,000,000 baht (Six million baht) comprising of the meeting allowance and annual bonus, as detailed below:

(Unit: baht/year)

Remuneration	2016 (Proposed)	2015	2014
The Board of Directors	6,000,000	6,000,000	6,000,000

- **Meeting Allowance** (Being paid to a director who attends the meeting only)

(Unit: baht/person/time)

Position	2016 (Proposed)	2015	2014
Chairman of the Board	13,000	13,000	13,000
Independent Director	13,000	13,000	13,000
Director	3,000	3,000	3,000

- **Annual Bonus**

Total annual bonus for the Board is being paid under the rest amount of remuneration after deducting all meeting allowances paid to all the directors. The annual bonus will be allocated according to individual meeting attendance records by consideration of Chairman of the NRC, with the Chairman of the Board of Directors is apportioned twice of his meeting attendance.

1.2 Non-Monetary Remuneration / Other Benefits

-None-

2. The Sub-Committees' Remuneration

It was deemed appropriate to propose the Meeting to approve the Sub-Committees' remuneration which were appointed by the Board as follows:

The Audit Committee
2.1 Monetary Remuneration

It was deemed appropriate to approve the Audit Committee's remuneration for 2016 at the amount of 650,000 baht (Six hundred and fifty thousand million baht) which is the same amount as the previous year (by allocating according to the number of dates being Audit Committee), as detailed below:

(Unit: baht/person/year)

Position	2016 (Proposed)	2015	2014
Chairman of the Audit Committee	200,000	200,000	200,000
Member of the Audit Committee (3 members)	150,000	150,000	150,000

2.2 Non-Monetary Remuneration / Other Benefits

-None-

Other Sub-Committees

Other sub-committees, namely the Nomination and Remuneration Committee, the Risk Management Committee, the Corporate Governance and Ethics Committee, and the Group Executive Committee received no remuneration.

The Board of Directors and the Audit Committee's remuneration payment in 2015 (by individual)
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In 2015, the Company compensated the Board of Directors and the Audit Committee in a total of 6,591,644 baht (Six million five hundred and ninety one thousand six hundred and forty-four baht). The Company compensated the Audit Committees by allocating according to the dates being the Audit Committee. Due to the discontinuation between the resignation of the Audit Committee and the appointment of the new Audit Committee, the balance of money approved by the shareholders are 58,356 baht (Fifty-eight thousand three hundred and fifty six baht). Details on remuneration for each director in 2015 are as follows:

Name	Title	The Board's Remuneration (Baht)			
		Meeting allowance	Annual bonus after deducting meeting allowance	Remuneration for the Audit Committee	Total remuneration for 2015
1. Mr. Paiboon Damrongchaitham	Chairman	78,000	1,028,862	-	1,106,862
2. Dr. Naris Chaiyasoot	Independent Director Chairman of Audit Committee	78,000	514,431	200,000	792,431
3. Mr. Dej Bulsuk ¹	Independent Director Member of Audit Committee	39,000	257,215	99,863	396,078

		The Board's Remuneration (Baht)			
Name	Title	Meeting allowance	Annual bonus after deducting meeting allowance	Remuneration for the Audit Committee	Total remuneration for 2015
4. Mr. Chanitr Charnchinarong ^{\2}	Independent Director Member of Audit Committee	13,000	85,738	20,137	118,875
5. Miss Suvabha Charoenying ^{\3}	Independent Director Member of Audit Committee	13,000	85,738	48,493	147,232
6. Mr. Suvit Mapaisansin ^{\4}	Independent Director Member of Audit Committee	52,000	342,954	95,753	490,707
7. Mr. Kudun Sukhumananda ^{\5}	Independent Director Member of Audit Committee	13,000	85,738	48,904	147,643
8. Mrs. Veeranuch Thammavaranucupt ^{\6}	Independent Director Member of Audit Committee	39,000	257,215	78,493	374,709
9. Miss Boosaba Daorueng	Vice-Chairman	18,000	514,431	-	532,431
10. Mr. Krij Thomas	Director	18,000	514,431	-	532,431
11. Mrs. Saithip Montrikul Na Audhaya	Director	15,000	428,692	-	443,692
12. Miss Suwimon Chungjotikapisit	Director	18,000	514,431	-	532,431
13. Mr. Sataporn Panichraksapong	Director	18,000	514,431	-	532,431
14. Mr. Kreingkarn Kanjanapokin ^{\7}	Director	6,000	171,477	-	177,477
15. Dr. Lackana Leelayouthayotin ^{\8}	Director	9,000	257,215	-	266,215
Total		427,000	5,573,000	591,644	6,591,644

The directors who resigned during the year will receive compensation proportionally depending on the length of tenure and number of meeting attendants as follows.

\1 Mr. Dej Bulsuk resigned from the independent director and the audit committee, effective September 1, 2015.

\2 Mr. Chanitr Charnchainarong was appointed as the independent director and the audit committee, effective November 13, 2015.

\3 Miss Suvabha Charoenying resigned from the independent director and the audit committee, effective April 29, 2015.

\4 Mr. Suvit Mapaisansin was appointed as the independent director and the audit committee, effective April 29, 2015 and May 13, 2015 respectively.

\5 Mr. Kudun Sukhumananda resigned from the independent director and the audit committee, effective April 30, 2015.

\6 Mrs. Veeranuch Thammavaranucupt was appointed as the independent director and the audit committee, effective June 24, 2015.

\7 Mr. Kreingkarn Kanjanapokin resigned from the director, effective June 23, 2015.

\8 Dr. Lackana Leelayouthayotin was appointed as the director, effective June 24, 2015.

Required Resolution:

According to Section 90 of the Public Act, a resolution under this agenda can be passed with a vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting.

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Agenda 8 To approve the appointment of the auditors and the determination of the audit fee for the year 2016

Pursuant to the Public Act, shareholders are responsible for the appointment of the Company's auditor's and its annual audit fee. Under the Notification of the Securities and Exchange Commission No. KorChor. 39/2005 (No.20) Re: Rules, conditions and procedures for information disclosure relating to the financial condition and operating results of issuing companies on "Auditor Rotation" whose key points can be summarized as follows: **"Listed companies must ensure the rotation of its auditor if any auditor has been appointed to conduct the audit work for more than five consecutive accounting years. However, the requirement of rotation does not mean a change of the audit firm; in other words, other members working for the same audit firm as the existing auditor may be elected. When the new auditor is employed, the listed company is required to give the previous auditor a leave of at least two fiscal periods before rotating the auditor back into service."**

For the 2016 Annual General Meeting of Shareholders, after due consideration by the Board, with a consent from the Audit Committee, it was deemed appropriate to re-elect **EY Office Limited ("EY")**, the Company's auditor since 1995 (21 years) and being certified by the Office of Securities and Exchange Commission, as the auditor of the Company for the fiscal year ending December 31, 2016. That was because of their good working standard, independence and satisfied performance during the past years. The Meeting was proposed to appoint any one of the individuals below be responsible to review, audit and provide an opinion on the financial statements of the Company:

The Company's Auditors:

1. Mr. Termphong Opanaphan CPA No. 4501 or,
(certified in the Company's financial statements in 2011-2012)
2. Mr. Khitsada Lerdwana CPA No. 4958 or,
(certified in the Company's financial statements in 2013-2015)
3. Mrs. Ponnard Paocharoen CPA No. 5238
(never certify in the Company's financial statements)

In the event that the aforementioned auditors are unable to perform their duties, EY will replace the person with another auditor from its firm to conduct the audit works and give an opinion on the financial statements of the Company. The auditors who certify the financial statements have no relationship in any circumstances and have neither conflict of interest with the Company and its affiliates nor the management, major shareholders or any related persons of the aforementioned.

In addition, the following auditors of EY are the auditors of the Company's affiliates:

The Company’s affiliates’ Auditors:

1. Mr. Termphong Opanaphan CPA No. 4501 or,
2. Mr. Khitsada Lerdwana CPA No. 4958 or,
3. Mrs. Ponnard Paچارoen CPA No. 5238

The Audit Fee

The Board with the consent from the Audit Committee considered and deemed it appropriate to propose to the Meeting to approve audit fees for the year 2016 of GMM Grammy Plc. at the amount of **2,920,000 baht** (Two million nine hundred and twenty thousand baht), as same as the previous year (This amount excludes additional audit fees which may incur from future business restructuring). The Board opined that the amount was appropriate and competitive to those of other audit firms proposed to the Company.

Regarding non-audit service fee, for the past year the Company and its affiliates did not receive any other kind of services from EY. The audit fee of the Company could be summarized as follows:

(Unit: Baht)

Company	2016 Audit fee (Proposed)	% Change	2015 Audit fee	% Change	2014 Audit fee
GMM Grammy Plc.	2,920,000	0%	2,920,000	0%	2,920,000
Non-audit service fee	-None-	-	-None-	-	-None-

Required Resolution:

According to the Company’s Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

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Agenda 9 To approve the entering into of a connected transaction on the provision of financial assistance to the Group of Mr. Takonkiet Viravan as follows:

- 9.1 Connected Transaction, Re: “Provision of a guarantee by GMM Grammy Public Company Limited against the loan secured from a financial institution of Baht 1,100 million of GMM ONE TV Co., Ltd.”;

Given that GMM ONE TV Co., Ltd. (“GMM ONE TV”) is undergoing the business development and investment stage, it requires additional fund for investment. It is, therefore, apply for a loan of Baht 1,100 million from a financial institution. It is proposed that GMM Grammy Public Company Limited (the “Company”) and the Group of Mr. Takonkiet (the “Group of Mr. Takonkiet” means Mr. Takonkiet Viravan (“Mr. Takonkiet”), and his related persons), who hold 51 percent and 49 percent of the total paid-up shares of The One Enterprise Co., Ltd. (“The One Enterprise”), respectively, provide a

guarantee in accordance with their respective shareholding proportion in The One Enterprise because The One Enterprise holds 100 percent of the total issued shares of GMM ONE TV.

With respect to the guarantee, the Group of Mr. Takonkiet issued a letter to the Company to confirm its performance of the agreement with respect to the provision of a guarantee in accordance with its respective shareholding proportion in The One Enterprise (49 percent). In this regard, the Group of Mr. Takonkiet agrees to guarantee the debt obligation provided by the Company in favor for GMM ONE TV in a guarantee amount equivalent to 49 percent of the total debt obligation to the financial institution. Furthermore, the Group of Mr. Takonkiet agrees to arrange that the financial institution decreases the Company's guarantee obligation in favor of GMM ONE TV to its shareholding proportion in The One Enterprise (51 percent) by 28 February 2017.

The Group of Mr. Takonkiet agrees to enter into a guarantee agreement for the guarantee obligation provided by the Company in favor of GMM ONE TV to the financial institution, in a guarantee amount equivalent to 49 percent of the debt obligation, comprising the outstanding principal and interest. The Group of Mr. Takonkiet further agrees to perform the obligation for the Company immediately upon demand from the financial institution. Similarly, the Company will enter into a guarantee agreement for the guarantee obligation provided by the Group of Mr. Takonkiet in favor of GMM ONE TV to the financial institution, in a guarantee amount equivalent to 51 percent of the debt obligation, comprising the outstanding principal and interest.

In this regard, with respect to the provision of a guarantee for entering into the transaction to provide financial assistance, the Company and its subsidiaries will provide the following guarantees to the financial institution:

1. The One Enterprise to pledge all of the shares of GMM ONE TV, and GMM Channel Trading Co., Ltd. which is the subsidiaries of the Company, to pledge all of the shares of GMM Channel Co., Ltd. to the bank as a guarantee, with the exception of the shares owned by the directors of the Company and/or individuals;
2. the Company to provide a guarantee for all debt obligations;
3. GMM Channel to provide a guarantee for all debt obligations;
4. The One Enterprise to provide a guarantee for all debt obligations;
5. GMM Channel Trading Co., Ltd. to provide a guarantee for all debt obligations

The financial institution is in the consideration process for officially granting approval of an additional loan amount of Baht 1,100 million to GMM ONE TV. According to the preliminary consideration result, the financial institution requires that both the Company and the Group of Mr. Takonkiet must equally provide the guarantee, equivalent to 100 percent of the total loan amount. In addition, the Company may provide collateral of the Company in proportion of 51 percent of the shares it holds in The One Enterprise, subject to the conditions and agreements between the Company and the relevant financial institution.

For the interest of fairness if the financial institution may demand either the Company or the Group of Mr. Takonkiet to make debt repayment in an amount which exceeds its respective shareholding proportion, both parties then enter into agreements to require the other party to make debt repayment in accordance with its respective shareholding proportion. The transaction is in line

with the Company's policy and the shareholder agreement which provides that the Group of Mr. Takonkiet must jointly guarantee the debt obligation that the Company had guaranteed in favor of The One Enterprise and GMM ONE TV to the financial institution in accordance with the shareholding proportion of the Company and the Group of Mr. Takonkiet, being 51 percent and 49 percent, respectively.

In light of the above, it is deemed that Mr. Takonkiet is a connected person of the Company under the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551, Re: Rules on Rules on Connected Transactions, dated 31 August 2008, and the Notification of the Board of Governors of the Stock Exchange of Thailand, Re: Bor.Jor./Por.22-01, Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, dated 19 November 2003 (collectively, the "Notifications on Connected Transactions"). Mr. Takonkiet is an executive of the Company in accordance with the definition prescribed in the Notifications on Connected Transactions, that is, a person holding office in the first four management positions after the highest executive. In addition, the entering into the transaction to provide a guarantee constitutes a connected transaction between the Company and GMM ONE TV whereby the Group of Mr. Takonkiet holds 49 percent of the total issued shares through The One Enterprise. After calculating the transaction value in accordance with the criteria, the transaction value exceeds Baht 100 million and higher than three percent of the net tangible assets of the Company (whichever is lower). As a result, the Company is required to disclose the information memorandum in connection with the entering into such transaction to the Stock Exchange of Thailand (the "Stock Exchange") (the details of which are set out in Enclosure 5); obtain approval on entering into the transaction from the shareholders' meeting; and appoint an independent financial advisor in order to give independent opinion on entering into the transaction. In this regard, the Company appoints JayDee Partner Limited as its independent financial advisor to give independent opinion on the entering into the connected transaction concerning the provision of the financial assistance to the Group of Mr. Takonkiet (the details of which are set out in Enclosure 11).

The Board of Directors' Meeting and the Audit Committee is of the view that the transaction will benefit the digital television business of The One Enterprise and GMM ONE TV to obtain the additional loan amount of Baht 1,100 million. In addition, the Board of Directors and the Audit Committee is of the view that the loan guarantee condition proposed by the financial institution is fair to the shareholders of the two parties. That is to say that the Company will provide a guarantee of 100 percent and the Group of Mr. Takonkiet will also provide a guarantee of 100 percent. Therefore, the transaction is deemed reasonable. The Board of Directors and the Audit Committee approve the Company to enter into the transaction and the agreement for demanding debt repayment between the Company and the Group of Mr. Takonkiet.

In the light of the above, Board of Directors' Meeting No. 2/2016, convened on 10 March 2016, resolved to approve the entering into the transaction and propose the matter to the general meeting for shareholders for approval. In consideration and approval for entering into the transaction, the directors with the interest and/or their connected persons did not participate in the meeting and vote for this agenda item.

Required Resolution:

The resolution of the shareholders' meeting for approval to enter into the connected transaction to provide the financial assistance to the Group of Mr. Takonkiet Takonkiet and the agreement

for demanding debt repayment between the Company and the Group of Mr. Takonkiet requires approval with the votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote, without counting the votes cast by the shareholders with interest, provided that the Company will be able to enter into the transaction when the shareholders' meeting grants approval and the financial institution approves the additional loan of Baht 1,100 million to GMM ONE TV.

The shareholders with interest and have no voting right in this agenda hold 6,982,776 shares, in aggregate, or 0.85 percent of the registered and paid-up capital are:

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| 1. Mr. Takonkiet Viravan | holding | 6,930,856 shares |
| 2. Mrs. Rosanaporn Viravan (sibling) | holding | 51,920 shares |

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- 9.2 Connected Transaction, Re: "Provision of a guarantee by GMM Grammy Public Company Limited against the banking facilities of Baht 4,400 million of GMM ONE TV Co., Ltd."

Before the Group of Mr. Takonkiet's acquisition of the shares in The One Enterprise, GMM ONE TV, which is wholly owned by The One Enterprise, was granted a loan from Bangkok Bank Public Company Limited. At present, the loan balance is Baht 4,400 million, guaranteed in full by the Company, comprising the long-term loan of Baht 2,500 million and the letter of guarantee of Baht 1,900 million because at the time the Company held 100 percent of the shares in The One Enterprise.

After the Group of Mr. Takonkiet becomes a shareholder in The One Enterprise, the shareholder agreement between the Company and the Group of Mr. Takonkiet provides that the Group of Mr. Takonkiet must jointly guarantee the debt obligation that the Company had guaranteed in favor of GMM ONE TV to the relevant financial institution in accordance with the shareholding proportion of the Company and the Group of Mr. Takonkiet in The One Enterprise, being 51 percent and 49 percent, respectively.

During the past period, the Company and the Group of Mr. Takonkiet had tried to negotiate with the relevant financial institution to change the guarantee proportion for the loan of GMM ONE TV in order for the Group of Mr. Takonkiet to provide a guarantee of 49 percent and decrease the guarantee obligation of the Company to 51 percent in line with their respective shareholding proportion in The One Enterprise but they did not able to do so.

Notwithstanding the foregoing, the Group of Mr. Takonkiet had undertaken action in order to comply with the shareholder agreement and issued a letter to the Company to confirm its performance of the agreement with respect to the provision of a guarantee for the debt obligation guaranteed by the Company in favor of GMM ONE TV in accordance with its respective shareholding proportion of 49 percent of the total debt obligation to the financial institution. Furthermore, the Group of Mr. Takonkiet agrees to arrange that the financial institution decreases the Company's guarantee obligation in favor of GMM ONE TV to its shareholding proportion in The One Enterprise (51 percent) by 28 February 2017.

In February 2016, the relevant financial institution set an additional condition for the guarantee: Both the Company and the Group of Mr. Takonkiet are required to equally provide the guarantee, equivalent to 100 percent of the total loan amount. The intention is to be fair if the financial institution may demand either the Company or the Group of Mr. Takonkiet to make debt repayment in an amount which exceeds its respective shareholding proportion. Both parties will then enter into agreements to require the other party to make debt repayment in accordance with its respective shareholding proportion.

The Group of Mr. Takonkiet agrees to enter into a guarantee agreement for the guarantee obligation provided by the Company in favor of GMM ONE TV to the financial institution, in a guarantee amount equivalent to 49 percent of the debt obligation, comprising the outstanding principal and interest as at the date of the agreement (19 February 2016) and further agrees to perform the obligation for the Company immediately upon demand from the financial institution. Similarly, the Company will enter into a guarantee agreement for the guarantee obligation provided by the Group of Mr. Takonkiet in favor of GMM ONE to the financial institution, in a guarantee amount equivalent to 51 percent of the debt obligation, comprising the outstanding principal and interest as at the date of the agreement (19 February 2016).

In this regard, with respect to the provision of a guarantee for entering into the transaction to provide financial assistance, the Company and its subsidiaries have provided the following guarantees to the financial institution:

1. The One Enterprise to pledge all of the shares of GMM ONE TV, and GMM Channel Trading Co., Ltd. which is the subsidiaries of the Company, to pledge all of the shares of GMM Channel Co., Ltd. to the bank as a guarantee, with the exception of the shares owned by the directors of the Company and/or individuals;
2. the Company to provide a guarantee for all debt obligations;
3. GMM Channel to provide a guarantee for all debt obligations;
4. The One Enterprise to provide a guarantee for all debt obligations;
5. GMM Channel Trading Co., Ltd. to provide a guarantee for all debt obligations

In light of the above, it is deemed that Mr. Takonkiet is a connected person of the Company under the Notifications on Connected Transactions because he is an executive of the Company in accordance with the definition prescribed in the Notifications on Connected Transactions, that is, a person holding office in the first four management positions after the highest executive. In addition, the entering into the transaction to provide a guarantee constitutes a connected transaction between the Company and GMM ONE TV whereby the Group of Mr. Takonkiet holds 49 percent of the total issued shares through The One Enterprise. After calculating the transaction value in accordance with the criteria, the transaction value exceeds Baht 100 million and higher than three percent of the net tangible assets of the Company (whichever is lower). As a result, the Company is required to disclose the information memorandum in connection with the entering into such transaction to the Stock Exchange; obtain approval on entering into the transaction from the shareholders' meeting; and appoint an independent financial advisor in order to give independent opinion on entering into the transaction. In this regard, the Company appoints JayDee Partner Limited as its independent financial advisor to give independent opinion on the

entering into the connected transaction concerning the provision of the financial assistance to the Group of Mr. Takonkiet (the details of which are set out in Enclosure 11).

The Board of Directors' Meeting and the Audit Committee is of the view that the transaction will benefit the digital television business of The One Enterprise and GMM ONE TV. In addition, the Board of Directors and the Audit Committee is of the view that the loan guarantee condition proposed by the financial institution is fair to the shareholders of the two parties. That is to say that the Company will provide a guarantee of 100 percent and the Group of Mr. Takonkiet will also provide a guarantee of 100 percent. Therefore, the transaction is deemed reasonable.

Accordingly, Board of Directors' Meeting No. 2/2559, convened on 10 March 2016, resolved to approve the Company to enter into the transaction and propose the matter to the general meeting of shareholders for approval to enter into the connected transaction under the Notifications on Connected Transactions. In consideration and approval for entering into the transaction, the directors with interest and/or their connected persons did not participate in the meeting and vote for this agenda item.

Required Resolution:

The resolution of the shareholders' meeting for approval to enter into the connected transaction to provide the financial assistance to the Group of Mr. Takonkiet Takonkiet and the agreement for demanding debt repayment between the Company and the Group of Mr. Takonkiet requires approval with the votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote, without counting the votes cast by the shareholders with interest, provided that the Company will be able to enter into the transaction when the shareholders' meeting grants approval.

The shareholders with interest and have no voting right in this agenda hold 6,982,776 shares, in aggregate, or 0.85 percent of the registered and paid-up capital are:

- | | | |
|--------------------------------------|---------|------------------|
| 1. Mr. Takonkiet Viravan | holding | 6,930,856 shares |
| 2. Mrs. Rosanaporn Viravan (sibling) | holding | 51,920 shares |

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Agenda 10 To acknowledge and approve the following matters concerning GMM B Co., Ltd. ("GMM B"): (a) the sale of GMM B shares to CTH Co., Ltd.;

In July 2014, Z Trading Co., Ltd. ("ZT"), a subsidiary of the Company in which the Company held 99.98 of the shares, sold all shares of GMM B (a provider of satellite pay television service via GMM Z box) it held to CTH LCO Co., Ltd. ("CTH LCO"), a subsidiary of CTH at the price of Baht 1.03 billion. At the same time, ZT acquired 30 million newly-issued shares of CTH at the price of Baht 1.03 billion (15 percent of the total issued shares of CTH).

After the sale of the shares, GMM B is no longer a subsidiary of the Company and CTH becomes the only major shareholders in GMM B.

The reason for GMM to sell GMM B is attributable to the high competition in the pay television business. The sales of GMM B to CTH and investment in CTH will decrease costs and competition for the two companies.

- (b) the obligations of the Company towards relevant parties in relation to GMM B;

In the initial stage of GMM B's business operation, the Company, as the parent company, placed the following letters of guarantee to the party to the content licensing agreement for GMM B as security for the performance of the agreement by GMM B.

- (1) Letter of guarantee issued by a commercial bank to UNION DES ASSOCIATIONS EUROPEENNES DE FOOTBALL ("UEFA") covering the amount of USD 15 million;
- (2) Letter of guarantee issued by a commercial bank to SATELLITE TELEVISION ASIAN REGION LIMITED ("FIC") covering the amount of USD 50 million.

CTH agreed that it will join the Company in negotiating with commercial banks to replace or release letters of guarantee placed at the party to the content licensing agreement within 18 months from the date on which CTH entered into the memorandum of agreement with the Company.

Notwithstanding the foregoing, after the 18-month period (approximately early this year) CTH still could not negotiate with commercial banks to successfully replace or release letters of guarantee of the Company to be letters of guarantee of CTH.

In January 2016, GMM B made a public announcement that it would stop the satellite pay television service via GMM Z box and that it had outstanding license fee.

The party to the content licensing agreement ("FIC") demanded the Company and the guarantor to pay the outstanding license fee for which CTH must be jointly responsible in accordance with the memorandum of agreement entered with the Company.

- (c) the progress update on this matter and the authorization of responsible officer(s) to be in charge of the matters concerning GMM B

The Company appointed a legal advisor to provide opinion to the Company with respect to further action in this matter.

The Company will delegate a person to handle this matter.

The Board of Directors' Meeting No. 2/2016, convened on 10 March 2016, hereby resolved to propose this matter to the shareholders' meeting and update the action of the Company action plan with respect to the guarantee obligation/liabilities for the debt of GMM B to which the Company is still obligated after the Company sold its total investment in GMM B to CTH in 2014. As the negotiation between UEFA and FIC, and CTH has not been finalized, the Company is required to record the guarantee obligation/liabilities for the debt of GMM B as contingent liabilities, as detailed in the Notes to the Financial

Statements of the Company ending 31 December 2015. The matter will be proposed to the shareholders' meeting for approval to the Company's action plan, as well as delegating persons to undertake such action.

Required Resolution:

According to the Articles of Association, the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

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Agenda 11 Other matters (If any)

The Board deemed it appropriate to include this agenda so as to be in accordance with Section 105 of the Public Act stating that shareholders holding not less than one-third of the total number of shares sold, may request the meeting to consider any matter other than those specified in the meeting notice, and also for shareholders to ask any questions or provide any opinions (if any) and/or so that the Board shall answer or give explanation to shareholders. Also in case that there were shareholders sent their inquiries or comments in advance.

However, according to the Principles of Corporate Governance of Listed Company issued by Thai Institute of Directors (IOD) and AGM Checklist of Thai Investors Association, it is not recommended to add any other agendas that are not specified in the invitation letter to the Meeting for approval or vote casting.

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Additional Facts on the Meeting Agenda

In order to comply with the Company's Good Corporate Governance Policy, the Company has invited all shareholders to propose agenda for the 2016 Annual General Meeting of Shareholders via the Company's website at www.gmmgrammy.com from September 30, 2015 to January 15, 2016. However, there was no shareholder propose any agenda to the Company. The Board, therefore, deemed it appropriate to set the agendas for the 2016 Annual General Meeting of Shareholders as appears in this Invitation Letter.
