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March 27, 2017

Subject : Invitation to the 2017 Annual General Meeting of Shareholders

To : The shareholders of GMM Grammy Public Company Limited

Enclosures :

1. Purposes and reasons to support the Board of Directors' opinions
2. Copy of the Minutes of the 2016 Annual General Meeting of Shareholders convened on 29 April 2016
3. Financial Summary from the 2016 Annual Report
4. Profiles of the directors nominated to replace those who retired by rotation (4.1-4.4)
5. Details of the independent directors proposed as proxy holders (in the event that an independent director is appointed as a proxy holder)
6. The Company's Articles of Association concerning the Shareholders' Meeting
7. Code of conduct regarding the 2017 Annual General Meeting of Shareholders
8. Procedure for submission of questions in advance
9. Location map of GMM Grammy Public Company Limited (Venue of the Meeting)

Enclosures : (Being separated from the Invitation Letter)

10. 2016 Annual Report (CD-ROM)
11. Registration Form with barcode. (It is highly recommended to bring this form to the Meeting)
12. Three types of Proxy Forms (Form A, B and C), according to the announcement of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550 and as amended

The Board of Directors ("the Board") of GMM Grammy Public Company Limited ("the Company") at its Meeting No.1/2017 convened on February 27, 2017 has resolved to invite all shareholders to attend the 2017 Annual General Meeting of Shareholders ("the Meeting") which will be convened on **Friday, April 28, 2017 at 2.00 p.m., at the Auditorium Room, 21<sup>st</sup> Floor of GMM Grammy Place, located at 50 Sukhumvit 21 (Asoke), Khlongtoeinuea, Wattana, Bangkok**, to consider the following agendas:

**Agenda 1**     **To certify the Minutes of the 2016 Annual General Meeting of Shareholders convened on 29 April 2016;**

**The Board's opinion:**     The Board was deemed appropriate to present the minutes of the 2016 Annual General Meeting of Shareholders convened on April 29, 2016 to the Meeting to certify the minutes.

**Agenda 2 To acknowledge the operational results and the Annual Report for the year 2016:**

**The Board's opinion:** The Board was deemed appropriate to report the Company's operational results and submit the 2016 Annual Report to the Meeting for acknowledgement.

**Agenda 3 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending 31 December 2016:**

**The Board's opinion:** The Board proposed that the Meeting approve the Company's Statement of Financial Position and the Comprehensive Income Statement for the fiscal year ended December 31, 2016, which were reviewed by the Board and the Audit Committee, and were duly audited and certified by the certified public accountant.

**Agenda 4 To approve the profit apportionment as statutory reserve fund from the 2016 operational results**

**The Board's opinion:** The Board proposed that the Meeting approve the profit appointment as statutory reserve fund. According to the Company's performance in 2016 (Separate financial statements), it recorded the net profit of 408.3 million baht that the Company therefore could allocate the profit as statutory reserve fund at the amount of 18,363,179.30 baht. The statutory reserve is equal to 81,994,972.90 baht, and is equal to 10% of the Company's current registered capital according to Section 116 of the Public Limited Companies Act B.E. 2535 (and as amend) and Clause 38 of the Company's Articles of Association.

**Agenda 5 To approve the omission of dividend payment from the 2016 operational results**

**The Board's opinion:** The Board proposed that the Meeting approve the omission of dividend payment from the 2016 operational results (according to separate financial statements) as the Company recorded a net profit of 408.3 million baht, nonetheless, the accumulated losses (separate financial statements) is equal to 3,581 million baht. According to Section 115 of the Public Limited Companies Act B.E. 2535 (and as amend) stated that "Dividends cannot be disbursed from other sources of funds except profits. In the event that the Company has accumulated losses, no dividends will be paid.

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

**The Board's opinion:** The Board proposed to the Meeting to endorse the appointment of 3 directors who are due to retire by rotation namely 1) Mr. Paiboon Damrongchaitham 2) Dr. Lackana Leelayouthayotin 3) Mrs. Saithip Montrikul Na Audhaya as the Company's directors for another term and to endorse the appointment of 4) Mr. Phawit Chitrakorn as a director of the Company to replace Mr. Krij Thomas.(Profiles of those 4 candidates are described in Enclosure 4.1-4.4).

**Agenda 7 To approve the Amendment to the Authorized Director who can sign to bind the Company.**

**The Board's opinion:** The Board proposed that the Meeting approve the amendment of the Company's Authorized Directors as follow, "Miss Boosaba Daorueng or Miss Suwimon Jhungjotikapisit sign jointly with Mrs. Saithip Montrikul Na Audhaya or Mr. Phawit Chitrakorn or Mr. Sataporn Panichraksapong together with affixed the Company's seal."

**Agenda 8 To approve the remunerations of the Board of Directors and subcommittees for the year 2017;**

**The Board's opinion:** The Board proposed that the Meeting approve the Board of Director and Audit Committee's remuneration for the year 2017 at the amount of 6,650,000 baht (Six million six hundred and fifty thousand baht), which is the same amounts as the previous year. No remuneration shall be paid to other sub-committees.

**Agenda 9 To approve the appointment of the auditors and the determination of the audit fee for the year 2017;**

**The Board's opinion:** The Board proposed that the Meeting appoint EY Office Limited as the Company's auditor for the fiscal year ended December 31, 2017 and that any one of the individuals below be responsible to review or audit and provide an opinion on the financial statements of the Company, namely (1) Mr. Termphong Opanaphan or (2) Mr. Khitsada Lerdwana or (3) Mrs. Poonnard Paocharoen. In addition, the Meeting is proposed to approve the audit fee of the Company for the year 2017 at the amount of not exceeding 3,053,600 baht (Three million fifty three thousand six hundred baht) which is increasing by 133,600 baht (4.58%) from previous year because there was no price increase since 2013 for 4 years.

**Agenda 10 To approve the amendment of the Company's Objectives and the Company's Memorandum of Association, Article 3 Objectives of the Company;**

**The Board's opinion:** The Board proposed that the Meeting approve the amendment of the Company's Objectives and the Company's Memorandum of Association, Article 3 Objectives if the Company. The details are as follows:

(1) To insert two clauses of objectives as follows:

- To engage in the business of direct marketing

- To engage in the business of the sale of dietary supplements, analeptics, and stimulants for human and animals

The Company would like to insert Clause "to engage in the business of direct marketing" to its objectives, due to the Company presently engages the business of direct marketing and the Company already requested for permission from the Office of Consumer Protection Board to engage such business. This is pursuant to the rules of Department of Business Development regarding the specification of objectives of the Company specifying that the objectives requiring

permission from the relevant authority shall be approved before the Company registers such objectives with the Department of Business Development.

For the additional Clause “to engage in the business of the sale of dietary supplements, analeptics, and stimulants for human and animals”, the Company presently engages this business. Therefore, the Company would like to insert this clause to its objectives in order that the objectives will cover all businesses of the Company.

- (2) To amend four clauses of objectives in order to make them properly complete, clear and do not contain any redundancy, from the existing clauses to be as follows:

Clause 48 To engage in the businesses of transferring, accepting transfers of, purchasing, or procuring by any other means, manufacturing, manufacturing to order, recording, selling, or distributing to the public, the copyright works and intellectual property rights for the commercial interests by mean of duplication, modification, public distribution, renting out, and providing interests derived from providing copyrights to other persons, as well as providing other persons with the exclusive or non-exclusive rights with respect to the copyright works and intellectual property rights by any means, within the country and abroad, including initiating legal action in order to prevent ~~and suppress~~ the infringement of the rights over the copyright works and intellectual property, and claiming for damages resulting from any such infringement

Clause 49 To engage in the business of telecommunications, transmission, broadcasting, or accepting broadcast of marks, signals, letters, numbers, pictures, sounds, codes, or other means which can convey meanings via one or all of the following systems: wire or wireless systems, frequency systems, light systems, electromagnetic systems, or other systems, including providing services involving the transmission and reception of radio broadcasting, television broadcasting services, radio broadcasting services, wire broadcasting services, wire radio broadcasting services, cable TV services, satellite communication systems, and other communication systems; ~~as well as to engage in the business of internet transactions, E-commerce, and all types of other electronic transactions within the country and abroad~~

Clause 51 To engage in the business of accepting payment for products and services, ~~including to undertake fiduciary services and manage the interests and property of others~~

Clause 53 To engage in the business of electronic commerce and internet transactions, E-commerce, and all types of other electronic transactions within the country and abroad

- (3) To cancel two clauses of objectives as follows:

Clause 20 To operate ice factories

Clause 27 To engage in the business of offering tours and all other businesses related to the tourism industry

The Company would like to cancel such two clauses of objectives due to the reason that the rules of Office of the Central Company and Partnership provided that the licenses of such two kinds of business is required in order to conduct business.

In this regard, the person delegated by the Board of Directors who has the duty to register the amendment of the objectives at the Department of the Business Development, Ministry of Commerce, shall be authorized to amend the details in the amended objectives in line with the registrar's order

As a result of the amendment of the above mentioned objectives, Clause 3 of the Memorandum of Association has to be amended in order to be in line with the amendment of the Company's objectives. The Board was of the opinion to propose to this Meeting for an approval to amend the Memorandum of Association as follows:

Previous:

"Clause 3 The objectives of the Company consist of 56 items, details as attached in Bor Mor Jor 002."

Amend to:

"Clause 3 The objectives of the Company consist of 56 items, details as attached in Bor Mor Jor 002."

In this regard, the person delegated by the Board of Directors who has the duty to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce, shall be authorized to amend the terms in the Memorandum of Association in line with the registrar's order.

**Agenda 11 Other matters. (if any)**

**The Board's opinion:** The Board deemed it appropriate to include this agenda so as to comply with the section 105 of the Public Limited Companies Act B.E.2535 (and as amended) specifying that shareholders holding shares amounting not less than one-third of the total number of paid-up shares, are qualified to ask the Meeting to consider any matter other than those set out in the invitation letter. Additionally, this agenda is also set for shareholders who wish to ask any further questions or provide any other opinions (if any). 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 to approve or vote.

The shareholder registration book for the rights to attend the Meeting shall be recorded on March 14, 2017 (Record Date), and March 15, 2017 shall be the book closing date on which the shareholder list as specified in the section 225 of the Securities and Exchange Act B.E.2535 shall be compiled. All shareholders are cordially invited to attend the Meeting on the

specified date, time and at the venue mentioned above. **The registration to attend the Meeting will commence from 12.00 hrs. onwards on April 28, 2017.**

Should any shareholder wishes to appoint a person to attend and vote at this Meeting on your behalf, please complete only one of two proxy form; Form A or Form B (Enclosure 12) and affix a duty stamp of Baht 20 and submit to the Company's officer prior to the Meeting. For foreign shareholders who appoint custodians in Thailand as a custodian to attend and vote at the Meeting, please complete only one of three proxy form; Form A or Form B or Form C. In addition, the Company has enclosed details of documents and evidences required before attending the Meeting (Enclosure 7).

Shareholders who cannot attend this Meeting in person can appoint one of the independent directors of the Company (Enclosure 5) to attend and vote at this Meeting on their behalf. To ensure smooth and efficient registration at the Meeting, the Company kindly requests **all shareholders/proxies to bring along the Registration Form with Barcode (Enclosure 11) on the meeting date**. Further details on proxy method are provided as attached document (Enclosure 7).

For shareholders to receive the greatest benefit at the Meeting and fully protect the rights as a shareholder, should you have any queries that you would like the Company to clarify on any agenda or on any significant information about the Company, you can send the questions prior to the Meeting, according to the details specified in the Enclosure 8. Any shareholder who wishes to obtain the Annual Report Book, please contact **Office of Corporate Secretary**.

To provide the shareholders' convenience in accessing the above information, the entire set of documents related to the Invitation of the 2017 Annual General Meeting of Shareholders, together with the proxy forms and all related documents are available on the Company's website ([www.gmmgrammy.com](http://www.gmmgrammy.com)), both in Thai and English, **March 27, 2017 onwards**. The 2016 Annual Report shall be publicized on the Company's website prior to the meeting date not less than 21 days.

Yours Faithfully,



(Mr. Paiboon Damrongchaitham)

Chairman of the Board

By resolution of the Board

For information regarding the Shareholders' Meeting, please contact :

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