



**Objectives and Rationale of the Board of Directors
to Facilitate the Shareholders in their Consideration of the Agenda Items**

Agenda Item 1: To endorse the Minutes of the 2017 Annual General Meeting of Shareholders, convened on 28 April 2017

The corporate secretary prepared the Minutes of the 2017 Annual General Meeting of Shareholders, convened on 28 April 2017. After due consideration, the Board of Directors was of the view that the Minutes were accurately recorded in accordance with the resolutions of the meeting, and provided a summary of the questions from shareholders and answers from the directors and executives of the Company attached to the Minutes. In this regard, the Minutes have been filed with the Stock Exchange of Thailand (the “**Stock Exchange**”) within the period of 14 days from the date of the meeting. In addition, the company disseminated such Minutes on the Company’s website at www.gmmgrammy.com in order for the shareholders to acknowledge and verify the Minutes within a reasonable given time. After the period provided for the shareholders had lapsed, there were no shareholders who filed any objection of or requested for any amendment to the Minutes (the details of which are set out in Enclosure 2), and, therefore, the Board of Directors deemed it appropriate to propose that the Shareholders Meeting endorse the Minutes of the 2017 Annual General Meeting of Shareholders.

Voting Requirements: The Articles of Association of the Company provides that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 2: To approve the acquisition of shares in The One Enterprise Co., Ltd. from Scenario Co., Ltd. which is a connected transaction

Reference is made to the intention of Scenario Co., Ltd. (“**SCENARIO**”) to dispose 2,200,000 shares in The One Enterprise Co., Ltd. (“**ONE ENT**”), at the par value of THB 100 per share, equivalent to 5.77 percent of the total issued shares, the Company, therefore, is desirous to acquire such ONE ENT’s shares from SCENARIO at the price of THB 100 per share, totaling THB 220,000,000, after 31 May 2017 which is the date on which ONE ENT completes its capital increase.

The entering into of such transaction constitutes an asset acquisition transaction of the Company pursuant to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information



and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004, and the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (collectively, the “**Notifications on Acquisition or Disposal**”). After the calculation, the transaction value is equivalent to 3.04 percent calculated based on the Total Value of Consideration Basis which is the basis that yields the highest value from the Consolidated Financial Statements of the Company for the year ending 31 December 2016 which were audited and reviewed by a certified public accountant. In this regard, as the transaction value is lower than 15 percent, pursuant to the Notifications on Acquisition or Disposal, the Company is not obliged to disclose the information on the acquisition with the Stock Exchange.

The entering into of such transaction, however, constitutes a connected transaction of the Company pursuant to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003, and the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions (collectively, the “**Notifications on Connected Transactions**”) as the Company and SCENARIO are related to each other in the following manner:

- (1) Mr. Takonkiet Viravan is the major shareholders and Chief Executive Officer – GMM One Digital TV who is an executive of the Company as defined in the Notifications on Connected Transaction, i.e., a person holding the one of the first four management positions following the highest rank, as well as a major shareholder, director, and the Managing Director of SCENARIO.
- (2) Miss Boosaba Daorueng is a shareholder and the Group Chief Executive Officer of the Company, and a director of SCENARIO.

Such connected transaction represents the value of 28.95 percent of the net tangible asset (NTA) from the Consolidated Financial Statements of the Company for the year ending 31 December 2016 which were audited and reviewed by a certified public accountant. Due to the transaction value of more than or equivalent to THB 20 million or more than or equivalent to 3 percent of the net tangible asset (NTA) of the Company (whichever is higher), the Company has the duty to obtain approval from its Board of Directors, disclose an information memorandum to the Stock Exchange, and seek for the approval on the entering into of the transaction from the shareholders meeting, including appoint an independent financial advisor to provide opinions thereon, whereby the approval of the shareholders meeting



shall be passed by 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 interested shareholders.

(The details on the Information Memorandum on Connected Transaction, Re: “Acquisition of Shares in The One Enterprise Co., Ltd. from Scenario Co., Ltd. by GMM Grammy Public Company Limited”, are set out in Enclosure 3).

The Audit Committee Meeting resolved to approve the entering into of the connected transaction and asset acquisition transaction. The Audit Committee was of the view that the entering into of the transaction is reasonable and beneficial to the Company, as well as deemed it appropriate that the matter be further proposed to the Board of Directors Meeting and the Shareholders Meeting for their consideration and approval.

Board of Directors Meeting No. 4/2017, convened on 17 April 2017, therefore, resolved to approve the entering into of the transaction and propose that the Shareholders Meeting approve the matter accordingly. In this regard, in passing this resolution approving the entering into of the transaction, there were no interested directors and/or directors who are connected persons attending the meeting and casting a vote on this agenda item.

Voting Requirements: In passing the resolution on the acquisition of shares in ONE ENT from SCENARIO which is a connected transaction, the Company shall enter into the transaction upon obtaining an approval from the Shareholder Meeting with votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and who are eligible to vote, without counting the votes cast by the interested shareholders.

The interested shareholders who are not eligible to vote on this agenda item hold an aggregate number of 8,843,016 shares or equivalent to 1.078 percent of the registered and paid-up shares. The list of interested shareholders are as follows:

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| 1. | Mr. Takonkiet Viravan, | holds | 6,930,856 shares |
| 2. | Mrs. Rosanaporn Viravan, | holds | 51,920 shares |
| 3. | Miss Boosaba Daorueng, | holds | 1,150,120 shares |
| 4. | Mr. Santisuk Chongmankong, | holds | 600,120 shares |
| 5. | Mrs. Somsri Preutthipan, | holds | 110,000 shares |



Agenda Item 3: **Other matters (if any)**

The Board of Directors deemed it appropriate to include this agenda item in order to be in compliance with Section 105 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) which provides that the shareholders holding shares in an aggregate amount of no less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting, as well as to give the shareholders the opportunity to raise questions or provide opinions (if any), and for the Board of Directors itself to clarify and answer questions which are raised by the shareholders in the meeting or submitted to the Company prior to the meeting.
