

(Translation)



**GMM Grammy Public Company Limited**

Registration No. 0107537000955

4 May 2017

**Subject:** Invitation to Extraordinary General Meeting of Shareholders No. 1/2017

**Attention:** Shareholders of GMM Grammy Public Company Limited

- Enclosures:**
1. Objectives and rationale of the Board of Directors to facilitate the shareholders in their consideration of the agenda items
  2. Copy of the Minutes of the 2017 Annual General Meeting of Shareholders, convened on 28 April 2017
  3. 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” in support of Agenda Item 2
  4. Profiles of the independent directors available to be appointed as proxies (for shareholders wishing to appoint an independent director as his/her proxy)
  5. Articles of Association regarding the shareholders meeting
  6. Guidelines and requirements for Extraordinary General Meeting of Shareholders No. 1/2017
  7. Criteria for shareholders’ submission of questions prior to the meeting
  8. Map of GMM Grammy Place, Sukhumvit 21 (Asoke) Road (meeting venue)

**Enclosures (separated):**

9. Opinions of the Independent Financial Advisors on the connected transaction under Agenda Item 2
10. Registration Form with barcode (please present this form on the date of the meeting)
11. Three Proxy Forms (Form A, B, and C) as required by the Notification of the Department of the Business Development, Re: Requirements on Proxy Forms (No. 5) B.E. 2007 (including any amendment thereto)

Reference is made to the fact that Board of Directors Meeting No. 4/2017, convened on 17 April 2017, of GMM Grammy Public Company Limited (the “**Company**”) resolved to convene Extraordinary General Meeting of Shareholders No. 1/2017 (the “**Shareholders Meeting**”) on Friday, 26 May 2017, at 14.00 hrs., at the Auditorium, 21<sup>st</sup> Floor, GMM Grammy Place, No. 50, Sukhumvit 21 (Asoke) Road, Khlong Toei Nuea Subdistrict, Wattana District, Bangkok in order to consider the following agenda items:

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

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose the Minutes of the 2017 Annual General Meeting of Shareholders, convened on 28 April 2017, to the Shareholders Meeting for its consideration and endorsement (the details of which are set out in Enclosure 2).

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

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose that the Shareholders Meeting approve the acquisition shares in The One Enterprise Co., Ltd. (“ONE ENT”) from Scenario Co., Ltd. (“SCENARIO”) amounting to 2,200,000 shares, at the par value of THB 100 per share, equivalent to 5.77 percent of the total issued shares, 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. 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, as well as a connected transaction of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008, and the Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor.Jor./Por.22-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 dated 19 November 2003. The 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 the appointment of 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 of which are set out in Enclosure 3).

In this regard, in passing this resolution approving the entering into of the transaction, there were no interested directors and/or directors who are

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connected persons attending the meeting and casting a vote on this agenda item.

The Board of Directors deemed it appropriate to propose that the Shareholders Meeting approve the entering into of the transaction. In this regard, 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.

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

**Opinion of the Board:** In order to comply 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), the Board of Directors deemed it appropriate to include this agenda item in the notice calling the meeting.

In this regard, 2 May 2017 is scheduled as the date to record the names of the shareholders who are entitled to attend Extraordinary General Meeting of Shareholders No. 1/2017 (Record Date); and 3 May 2017 is scheduled as the date to close the share register to list the names of the shareholders in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992).

The shareholders are cordially invited to attend the Extraordinary General Meeting of Shareholders No. 1/2017 on the date, at the specified time and location. **The Company will allow the shareholders to register for the meeting from 12.00 hrs., 26 May 2017.**

The shareholders wishing to appoint any other person to attend and cast vote in the meeting on their behalf are requested to fill out and execute either Proxy Form A or Form B (Enclosure 11) with the THB 20 stamp duty, and submit the form to the staff of the Company prior to the commencement of the meeting. In the case of a foreign shareholder who has appointed a custodian in Thailand to be the share depository, please execute either Proxy Form A, B, or C. In this regard, the Company hereby delivers herewith the documentation and evidence required to be presented prior to the commencement of the meeting (Enclosure 6).

In the event that a shareholder is unable to attend the meeting, he or she may appoint any one of the Company's independent directors (Enclosure 4) as his or her proxy to attend the meeting and cast vote in the meeting on his or her behalf. In order to facilitate the rapidity of the registration of the meeting, **the shareholders and proxies are requested to present the Registration Form with barcode (Enclosure 10) on the date of the meeting.** The shareholders may study additional details on the appointment of proxy from the document attached hereto (Enclosure 6).

In addition, in the shareholders' best interests in attending the meeting, as well as in order to preserve the shareholders' rights and privileges, in the case where the shareholders have any questions for the

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Company on any of the agenda items, the questions can be submitted in advance prior to the date of the meeting, as detailed in Enclosure 7.

In this regard, in order to accommodate the shareholders in accessing the information, the Company disseminates this Invitation to Extraordinary General Meeting of Shareholders No. 1/2017, Proxy Forms, and other documentation with respect to this meeting, both in Thai and English, which are downloadable for the shareholders **from 4 May 2017**, on the Company's website at [www.gmmgrammy.com](http://www.gmmgrammy.com).

Sincerely yours,



(Mr. Paiboon Damrongchaitham)

Chairman of the Board

By virtue of the Board of Directors

For additional information on the Shareholders Meeting, please contact:

Corporate Secretary Office

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