

Notification of the Allocation of the Warrants to Purchase the Newly Issued Ordinary Shares of VGI Global Media Public Company Limited No. 2 (VGI-W2)

1. Details of the Securities Offered

VGI Global Media Public Company Limited (the “**Company**”), having its head office located at 9/F, TST Tower, 21 Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900, has issued and allocated the Warrants to Purchase the Newly Issued Ordinary Shares of VGI Global Media Public Company Limited No. 2 (VGI-W2) (the “**Warrants**” or “**VGI-W2 Warrants**”) in the number of 1,711,334,815 units to the existing shareholders of the Company pro rata to their respective shareholdings (Rights Offering), at no cost, at the allocation ratio of every 5 existing ordinary shares for 1 unit of Warrants. The Company had allocated the newly issued ordinary shares of the Company in the number of up to 1,808,296,751 shares, with a par value of THB 0.10 per share, to accommodate the exercise of VGI-W2 Warrants. Key features of VGI-W2 Warrants can be summarized as follows:

Issuer of Warrants	VGI Global Media Public Company Limited
Name of Warrants	Warrants to Purchase the Newly Issued Ordinary Shares of VGI Global Media Public Company Limited No. 2 (VGI-W2)
Type of Warrants	In named certificate and transferable
Allocation methods	<p>The Warrants were issued and allocated to the existing shareholders of the Company pro rata to their respective shareholdings (Rights Offering) at the allocation ratio of every 5 existing ordinary shares for 1 unit of Warrants. The Company issued and allocated the Warrants to the shareholders whose names appeared as shareholders of the Company on the date for determining the names of shareholders entitled to receive VGI-W2 Warrants (Record Date) on August 15, 2018.</p> <p>In calculating the entitlement to receive the Warrants of each shareholder, any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down. For instance, in case of a shareholder holding 19 shares, if calculating based on the formula set forth, it shall be equivalent to 3.8 (19 divided by 5). In such case, the fractions of 0.8 shall be rounded down and 3 units of Warrants will be allocated to such shareholder.</p>
Issuance Date	September 11, 2018
Expiration Date	September 11, 2022
Number of Warrants issued	1,711,334,815 units
Offering price of Warrants per unit	THB 0 (at no cost)

Exercise ratio	1 unit of Warrants for 1 ordinary share, unless the exercise ratio is adjusted otherwise pursuant to the conditions concerning the rights adjustment
Exercise price	THB 10 per share, unless the exercise price is adjusted otherwise pursuant to the conditions concerning the rights adjustment
Term of the Warrants	4 years from the issuance date. In this respect, the Company shall not extend the term of the Warrants after the issuance.
Exercise period	<p>The warrant holders shall be entitled to exercise their rights under the Warrants to purchase the newly issued ordinary shares of the Company on the last business day of every quarter of each calendar (i.e. the last business day of March, June, September and December) after the issuance date (the “Exercise Date”). The first Exercise Date will be the last business day of the first quarter after the issuance date, falling on September 28, 2018 and the last Exercise Date will be the date of the 4th anniversary from the issuance date, falling on September 11, 2022. In the event that the last Exercise Date is not a Business Day, the last Exercise Date shall be postponed to the preceding Business Day.</p> <p>The Warrants remaining from the exercise of rights or not exercised on the Exercise Date may be accumulated so that they are exercised on the next Exercise Date for the term of the Warrant. However, upon the end of the term of the Warrants, all of the Warrants that have not been exercised shall be cancelled and terminated.</p>
Period for the notification of the intention to exercise the Warrants	The warrant holders who wish to exercise their rights to purchase the newly issued ordinary shares of the Company may deliver a notification of intention to exercise the Warrants between 8.30 a.m. to 3.30 p.m. during the period of 5 Business Days prior to each Exercise Date, save for the last Exercise Date in which the notification of intention to exercise the Warrants may be delivered between 8.30 a.m. to 3.30 p.m. during the period of 15 days prior to the last Exercise Date.
Agent Receiving Exercise Intention and Place to Exercise the Warrants	The Company has appointed “TISCO Securities Company Limited” to act as the agent of the Company in receiving the intention to exercise the Warrants. The warrant holders may contact the Agent Receiving Exercise Intention to exercise the Warrants.
Irrevocability of the notification of intention to exercise the Warrants	The intention to exercise the Warrants shall be irrevocable upon the notification of intention to exercise the Warrants is served.

Numbers of ordinary shares reserved to accommodate the exercise of the Warrants	Up to 1,808,296,751 shares, with a par value of THB 0.10 per share
Events that require the issuance of new shares to accommodate the rights adjustment	When the Company adjusts the exercise price and/or the exercise ratio pursuant to the conditions concerning the rights adjustment as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Newly Issued Ordinary Shares of VGI Global Media Public Company Limited No. 2 (VGI-W2) (the “ Terms and Conditions ”), which resemble the events stipulated in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 Re: Application for and Approval of Offer for Sale of Warrants to Purchase Newly Issued Shares and Shares Issuable upon the Exercise of Warrants dated December 15, 2008 (as amended).
Rights adjustment of the Warrants	<p>The Company will be required to adjust the exercise price and/or the exercise ratio (or adjustment of the number of Warrants in lieu of exercise ratio) upon the occurrence of any of the following events:</p> <ul style="list-style-type: none"> (a) in the event of any change in the par value of the Company’s ordinary share as a result of a consolidation or a split of shares; (b) in the event that the Company offers ordinary shares to its existing shareholders and/or public and/or specific investors at the net price per newly issued ordinary share below 90 percent of the market price per ordinary share of the Company; (c) in the event the Company offers new securities to its existing shareholders and/or public and/or specific investors, and such securities confer the rights of conversion or exchange into ordinary shares or the rights to subscribe for ordinary shares (such as convertible debentures or warrants to purchase ordinary shares) at the net price per newly issued ordinary shares below 90 percent of the market price per ordinary share of the Company; (d) in event that the Company distributes dividends, whether in whole or in part, in the form of the Company’s ordinary shares to its shareholders;

	<p>(e) in the event that the Company distributes dividends in cash in excess of 90 percent of the Company's net profit under the standalone financial statements of the Company of any relevant fiscal year;</p> <p>(f) any event that renders the warrant holders losing their rights and interest they should have had pursuant to such Warrants in any way other than those stated in items (a) – (e), the Company shall be entitled to consider adjusting the exercise price and/or the exercise ratio (or adjusting the number of units of the Warrants in lieu of adjusting the exercise ratio) in a fair manner.</p> <p>In this respect, the definitions, rights adjustment formula, as well as other details shall be in accordance with the Terms and Conditions.</p>
Warrant registrar	Thailand Securities Depository Company Limited or any person duly appointed to act as the registrar of the Warrants
Secondary market of the Warrants	The Company will list the Warrants on the Stock Exchange of Thailand.
Secondary market of the shares issued upon the exercise of the Warrants	The Company will list the new ordinary shares issued upon the exercise of the Warrants on the Stock Exchange of Thailand.

2. Subscription, Offering and Allocation

2.1 Allocation Methods

VGI-W2 Warrants were issued without being processed through underwriters as the allocation of Warrants was made to the existing shareholders of the Company pro rata to their respective shareholdings (Rights Offering), at no cost. The allocation of the Warrants was made to the shareholders of the Company whose name appeared as shareholders of the Company on August 15, 2018 (Record Date).

2.2 Date, Subscription Methods and Payment

VGI-W2 Warrants were allocated to the existing shareholders of the Company at no cost. Therefore, there would be no subscription date, subscription methods and payment mechanisms for subscribing for VGI-W2 Warrants.

For other details, they shall be in accordance with the Terms and Conditions.