

(– Translation –)

Ref. VGIGM.CSC.SET.18.41

December 13, 2018

Subject: Notification on the Schedule and Method for the Exercise of Right to Purchase Ordinary Shares of VGI Global Media under the Warrants VGI-W2 (the Second Exercise)

To: President
The Stock Exchange of Thailand

VGI Global Media Public Company Limited (the “**Company**”) has issued and allocated the Warrants to Purchase the Newly Issued Ordinary Shares of the Company No. 2 (VGI-W2) (the “**Warrants**”) amounted to 1,711,334,815 units to its existing shareholders on pro rata basis on September 11, 2018. The warrant holders can exercise their rights to purchase the Company’s newly issued ordinary shares on the last business day of every quarter (i.e. the last business day of March, June, September and December). In this respect, the first exercise date will be on the last business day of the first quarter after the issuance date, which is falling on September 28, 2018, and the last exercise date will be the date of the 4th anniversary from the issuance date, which is falling on September 10, 2022.

The Company then would like to inform the details regarding the schedule and method for the Second Exercise of the Warrants as follows:

- 1. Period for the notification of the intention to exercise the Warrants**
During December 21 and 24-27, 2018, between 8:30 a.m. and 3:30 p.m.
- 2. Exercise Date**
December 28, 2018
- 3. Exercise Ratio and Exercise Price**
1 unit of Warrant shall be entitled to purchase 1 newly issued ordinary share at the price of THB 10 per share
- 4. Agent Receiving Exercise Intention**
TISCO Securities Company Limited
- 5. Place to exercise the Warrants**
Back Office Department,
4th floor TISCO Tower 48/8 North Sathorn Road, Silom, Bangrak, Bangkok 10500
Tel: 02-633-6441-5
Fax: 02-633-6690

6. Documents for the notification of the intention to exercise the rights to purchase newly issued ordinary shares of the Company

The warrant holders who wish to exercise the right to purchase the newly issued ordinary shares shall submit the documents as follows:

1. The correct and completed notification form of intention to exercise the Warrants (the “**Warrants Exercise Form**”) duly signed by the warrant holders. The warrant holders may download the Warrants Exercise Form from the Company’s website (www.vgi.co.th) or obtain at the place to exercise the Warrants.
2. The warrant certificate or the warrants substitute, in which it specifies the name of warrant holders with the amount as specified in the Warrants Exercise Form.
 - 2.1 In the case that the warrant holders do not have a securities trading account: Deliver the warrant certificate in the amount specified in the Warrants Exercise Form
 - 2.2 In the case that the Warrants are in the scripless system: Deliver the warrants certificate or warrants substitute in the amount specified in the Warrants Exercise Form.
 - (a) In the case that the warrant holders have their own securities trading accounts and the Warrants are kept in the account named “**Thailand Securities Depository Co., Ltd. for depositor**”, the warrant holders who wish to exercise the Warrants shall notify their intention and fill in the form to withdraw the warrants certificate or for the issuance of the warrants substitute as prescribed by the Stock Exchange of Thailand (the “**SET**”), and submit to their respective securities broker. Such securities company will then proceed with notifying Thailand Securities Depository Co., Ltd. (the “**Securities Depository**”) to withdraw the warrants certificate or issue the warrants substitute to be used as a supplemental document in exercising the rights to purchase the Company’s newly issued ordinary shares.
 - (b) In the case that the warrant holders do not have a securities trading account and the Warrants are kept with the Securities Depository in the securities issuing company’s account, the warrant holders who wish to exercise the Warrants shall notify their intention and fill in the form to withdraw the warrants certificate or for the issuance of the warrants substitute as prescribed by the SET and submit to the Securities Depository. The Securities Depository will then withdraw the warrants certificate or issue the warrants substitute, which the warrant holders could use as a supplemental document in exercising the rights to purchase the Company’s newly issued ordinary shares.

The warrant holders are recommended to contact their respective securities brokers or the Securities Depository for clarification on the detailed process and timeline of the procedure.

3. The payment evidence as according to the amount specified in the Warrants Exercise Form, which the warrant holders can make a payment in any form of the followings:

- 3.1 Cheque, cashier cheque or draft which payment can be collected in Bangkok within 2 business days (dated must not be later than December 26, 2018) and is crossed and made payable to “**TISCO Securities Company Limited for Exercise of Warrants of VGI Global Media Plc.**”. Documents for the notification of the intention to exercise the rights to purchase newly issued ordinary shares of the Company are required to submit at the place to exercise the Warrants within December 26, 2018 3:30 p.m.; or
- 3.2 Cash payment to the account name “**TISCO Securities Company Limited for Exercise of Warrants of VGI Global Media Plc.**”, TISCO Bank Public Company Limited, Head Office, current account no. 0001-122-005655-2 during December 21-27, 2018. The deposit slip must be submitted together with the Warrants Exercise Form. Documents for the notification of the intention to exercise the rights to purchase newly issued ordinary shares of the Company are required to submit at the place to exercise the Warrants within December 27, 2018 3:30 p.m.

The payment proceed under Clause 3.1-3.2 has to be net of any bank fees, stamp duty or others (if any). In addition, the Agent Receiving Exercise Intention will neither accept the notification of the intention to exercise the rights to purchase newly issued ordinary shares of the Company by postal service, nor the payment by cash.

In this respect, the exercise of rights to purchase the newly issued ordinary shares shall be considered completed only when the Agent Receiving Exercise Intention has successfully collected the payment of such exercise price. If the Agent Receiving Exercise Intention could not collect such payment in whatsoever case that is not due to the fault of the Company and/or Agent Receiving Exercise Intention, it will be deemed by the Company and/or Agent Receiving Exercise Intention that such warrant holder intends to cancel his/her respective intention to exercise the rights to purchase the newly issued ordinary shares.

4. Supplemental documents required for the exercise of the Warrants.
 - 4.1 Thai individuals: A certified true copy of a valid identification card or governmental officer identification card/ state enterprise officer identification card together with a certified true copy of the house registration (in case of any change in name/ surname which causes the name/ surname to be different from the name/ surname appearing on the Warrants, the copy of any document issued by the governmental authority e.g. marriage certificate, divorce certificate, certificate of name/ surname change, etc. must be attached).
 - 4.2 Non-Thai individuals: A certified true copy of a valid foreigner certificate or passport

4.3 Thai legal entities:

- (1) A certified true copy of the affidavit issued by Ministry of Commerce for a period of no longer than 6 months prior to the exercise date, duly signed by the authorised person(s) and affix with the seal of such legal entity (if any); and
- (2) A certified true copy of the documents specified in Clause 4.1 or 4.2 (as the case may be) of the authorised person(s) who certifies true copy of the documents under Clause (1) above.

4.4 Non-Thai legal entities:

- (1) A certified true copy of the certificate of incorporation and/or affidavit of such legal entity, duly signed by authorised person(s) of such legal entity and affix with the seal of such legal entity (if any); and
- (2) A certified true copy of a valid passport of the authorised person(s) who certifies the documents under Clause (1) above.

A copy of the supplemental documents of the Non-Thai legal entities as specified above require a notarisation by a notary public no longer than 6 months prior to the exercise date.

For more details regarding the Terms and Conditions Governing the Rights and Obligations of the Warrant Issuer and the Warrant Holders to Purchase Newly Issued Ordinary Shares of VGI Global Media Public Company Limited No. 2 (VGI-W2) (as amended), please download from the Company's website (www.vgi.co.th).

Please be informed accordingly

Sincerely yours,

Mr. Marut Arthakaivalvatee and Mr. Chan Kin Tak
Authorised Directors

