

(– Translation –)

Ref. VGIGM,CSC.SET.19.05

March 13, 2019

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 Third 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 was on the last business day of the first quarter after the issuance date, which fell on September 28, 2018, and the last exercise date will be the date of the fourth anniversary from the issuance date, which will be falling on September 10, 2022.

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

1. Period for the notification of the intention to exercise the Warrants

During March 22, 25 – 28, 2019, between 8:30 a.m. to 3:30 p.m.

2. Exercise Date

March 29, 2019

3. Exercise Ratio and Exercise Price

Every 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 Sub-district, Bangrak District, 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 the newly issued ordinary shares of the Company

The warrant holders who wish to exercise the rights to purchase the Company’s newly issued ordinary shares shall submit the following documents:

1. The notification form of intention to exercise the rights to purchase the Company’s newly issued ordinary shares (the “**Warrants Exercise Form**”) correctly and completely fulfilled and duly signed by the warrant holders, where the warrant holders may download the Warrants Exercise Form from the Company’s website on www.vgi.co.th or obtain at the place to exercise the Warrants.

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Registration Number 0107555000066

2. The warrant certificate or the warrants substitute evidencing that a person is entitled to exercise the Warrants in the number as specified in the Warrants Exercise Form.
 - 2.1 In the case the warrant holders do not have a securities trading account: Deliver the warrant certificate in the number 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 number specified in the Warrants Exercise Form.
 - (a) In the case 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 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 be no later than March 27, 2019) 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 March 27, 2019 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 March 22 - 28, 2019. 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 March 28, 2019 3:30 p.m.

The payment under Clause 3.1 - 3.2 must be net of any bank fees, stamp duty or other taxes (if any). In addition, the Agent Receiving Exercise Intention will neither accept the Warrants Exercise Form sent by postal service, nor the payment by cash.

In this respect, such exercise of rights to purchase the newly issued ordinary shares shall be completed only when the Agent Receiving Exercise Intention has successfully collected the payment for 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 Company's newly issued ordinary shares.

4. Supplementary documents required for the exercise of the Warrants.

4.1 Thai individuals: A certified true copy of a valid identification card or governmental officer / 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 warrant certificate, 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 copy of the affidavit issued by Ministry of Commerce for a period of no longer than 6 months prior to the exercise date, duly certified true copy by the authorised person(s) and affixed 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 4.3(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, certified true copy by authorised person(s) of such legal entity and affixed 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 4.4(1) above.

Any copy of the supplementary documents of the non-Thai legal entities as specified above requires 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 on www.vgi.co.th.

Please be informed accordingly

Sincerely yours,

-Signed-

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