

(– Translation –)

Ref. VGIGM.CSC.SET.19.19

June 13, 2019

Subject: Notification on the Schedule and Procedure for the 4th Exercise of the Warrants to Purchase the Newly Issued Ordinary Shares of VGI Global Media Public Company Limited No. 2

To: The President
The Stock Exchange of Thailand

VGI Global Media Public Company Limited (the “**Company**”) issued and allocated the Warrants to Purchase the Newly Issued Ordinary Shares of the Company No. 2 (VGI-W2) (the “**Warrants**”) in the total number of 1,711,334,815 units to its existing shareholders via a rights offering on September 11, 2018. The warrant holders can exercise the Warrants on the last business day of every quarter (i.e. the last business day of March, June, September and December) of each calendar year. 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 on the date of the fourth anniversary from the issuance date, which will be on September 10, 2022.

The Company then would like to inform the details regarding the schedule and procedure for the 4th exercise of the Warrants as follows:

1. **Period for the notification of the intention to exercise the Warrants**
During June 21, 24 - 27, 2019, between 8:30 a.m. and 3:30 p.m.
2. **Exercise Date**
June 28, 2019
3. **Exercise Ratio and Exercise Price**
Every 1 unit of Warrants shall be entitled to purchase 1 newly issued ordinary share at the price of THB10 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

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6. Notification of the intention to exercise the Warrants

The warrant holders who wish to exercise the Warrants shall notify their intention in compliance with following conditions and procedures:

- 1) The notification form of intention to exercise the Warrants (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 places to exercise the Warrants.
- 2) The warrant certificate or the warrant 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 warrant certificate or warrant 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 warrant certificate or for the issuance of the warrant substitute as prescribed by the Stock Exchange of Thailand (the “**SET**”), and submit to their respective securities brokers. Such securities company will then proceed with notifying Thailand Securities Depository Co., Ltd. (the “**Securities Depository**”) to withdraw the warrant certificate or issue the warrant substitute to be used as a supplementary 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 warrant certificate or for the issuance of the warrant substitute as prescribed by the SET and submit to the Securities Depository. The Securities Depository will then release the warrant certificate or issue the warrant substitute, which the warrant holders could use as a supplementary 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) Evidence of payment according to the amount specified in the Warrants Exercise Form, where the warrant holders can make a payment via any one of the following means:
- 3.1) Cheque, cashier cheque or draft which payment can be collected in Bangkok within 2 business days (the document must be dated no later than June 26, 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 Warrants are required to submit at the place to exercise the Warrants within June 26, 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 June 21 - 27, 2019. The deposit slip must be submitted together with the Warrants Exercise Form. Documents for the notification of the intention to exercise the Warrants are required to submit at the place to exercise the Warrants within June 27, 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 the Warrants 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 due to whatsoever reasons, except for 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 Warrants.

- 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 the 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 information 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,

- Signatures -

(Mr. Marut Arthakaivalvatee) (Mr. Chan Kin Tak)
Authorised Directors