



October 9, 2014

Re: Notification for the right to subscribe newly issued ordinary shares

To: Shareholders

GMM Grammy Public Company Limited

- Enclosures
1. Letter to certify the right to subscribe newly issued shares (provided in separate document)
  2. Details of Rights Offering subscription and subscription manual to subscribe newly issued ordinary shares of GMM Grammy Public Company Limited
  3. Subscription Form for newly issued ordinary shares
  4. Bill Payment Form
  5. Example of Bill Payment Form
  6. Additional documents for subscribers who would like to deposit shares into an issuer account only
  7. Information Memorandum with regard to the Company's capital increase and the allocation of newly issued ordinary shares
  8. Details of the offering and allocation of newly issued ordinary shares below market price to specific persons under the Private Placement Scheme of GMM Grammy Public Company Limited

Reference is made to the fact that the Extraordinary General Meeting of Shareholders No.1/2014 of GMM Grammy Public Company Limited (the "**Company**"), held on September 24, 2014, approved the increase of the Company's registered capital and the allocation of newly issued ordinary shares. Details of which are as follows:

1. Approved the increase of the Company's registered capital by THB 183,631,793, from THB 636,317,936 to THB 819,949,729, by issuing 183,631,793 new ordinary shares, at the par value of THB 1 per share. The allocation of the newly issued ordinary shares will be made to (1) the Company's existing shareholders proportionate to their shareholdings (Rights Offering) and (2) specific persons under the Private Placement Scheme (Private Placement).
2. Approved the allocation of up to 183,631,793 newly issued shares, at the par value of THB 1 per share, as follows:
  - 1) To allocate and offer up to 63,631,793 newly issued ordinary shares of the Company, at the par value of THB 1 per share, at the price of THB 13.50 per share, to the Company's existing



shareholders pro rata to their shareholding (Rights Offering), at the ratio of 10 existing shares for 1 newly issued ordinary share, whereby any fraction of newly issued ordinary shares shall be rounded down.

The Company will allocate and offer the newly issued ordinary shares to the Company's existing shareholders according to their rights offering for one round and if there are shares outstanding from the allocation to the shareholders according to their rights offering as stated in 1), the Company will allocate and offer such outstanding shares to specific persons under the Private Placement Scheme, together with the shares to be allocated by the Company to the Private Placement Scheme as will be stated in 2) below, at the same price as the Company will allocate the newly issued ordinary shares to specific persons under the Private Placement Scheme.

- 2) To allocate and offer up to 120,000,000 newly issued shares of the Company, at the par value of THB 1 per share, to specific persons under the Private Placement Scheme which shall not be the connected persons of the Company, and to authorize the Company's authorized directors and/or person(s) authorized by the Board of Directors to determine the offering price of such newly issued ordinary shares which will not be lower than the offering price to the Company's existing shareholders pro rata to their shareholding (Rights Offering) as stated in 1).

Therefore, in the case that there are outstanding shares from the allocation of shares to existing shareholders proportionate to their shareholdings as stated in 1), the number of newly issued ordinary shares that the Company will offer and allocate to specific persons under the Private Placement Scheme as state in 2) will be more than 120,000,000 shares.

For the purpose of the offering and allocation of up to 63,631,793 newly issued ordinary shares, at the par value of THB 1 per share, at the price of THB 13.50 per share, to the Company's existing shareholders pro rata to their shareholding (Rights Offering), the Company scheduled the date to determine the names of shareholders who will be entitled to obtain the offering and allocation of newly issued ordinary shares (Record Date) on October 2, 2014 and the date to gather the name of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) (the "Securities and Exchange Act") and closing the share registered book and the suspension of share transfer on October 3, 2014. Moreover, the Company scheduled the subscription date and payment date of newly issued ordinary shares which will be allocated to the existing shareholders pro rata to their shareholding (Rights Offering) on 17, 20, 21, 22 and 24 October 2014 (5 business days in total) during 9.00 a.m. – 3.30 p.m.



The Company, therefore, hereby clarified the details of the right to subscribe the newly issued shares and the details of shares to be entitled for subscribing are set out in the letter to certify the right to subscribe newly issued shares (Enclosure 1).

Please be informed accordingly.

Yours Sincerely,

A handwritten signature in black ink, appearing to read "P. Damrongchaitham", with a stylized flourish at the end.

(Mr. Paiboon Damrongchaitham)

Chairman of the Board of Directors