

TNVDR 110 / 2012

7 September 2012

Subject : Notice on the Rights to Subscribe for Additional NVDRs

Dear NVDR holders,

According to BTS Group Holdings Public Company Limited (BTS) has notified that VGI Global Media Public Company Limited (VGI), which is 96.44% indirect subsidiary, offered 88,000,000 shares for the Initial Public Offering (IPO) and TISCO Securities Company Limited as the Financial Advisor. VGI allocated 25,074,432 of VGI's newly issued common shares to BTS's shareholders, the Thai NVDR Company Limited (Thai NVDR) would like to inform NVDR holders who have invested in NVDRs representing shares of BTS Group Holdings Public Company Limited (BTS-R) of their rights to subscribe additional NVDRs representing shares of VGI Global Media Public Company Limited (VGI-R). The details are as follows;

Underlying Securities	: Newly issued ordinary shares of VGI Global Media Public Company Limited (VGI)
Total amount of Offering (NVDR)	: 571,076 Units
Par Value	: 1.00 Baht
Subscription Price	: Subscription Price for VGI-R is the same price as the IPO Price of VGI
Subscription Ratio	377.54 (Three Hundred Seventy-Seven Point Five Four) units of existing BTS-R to 1 (One) unit of Additional VGI-R (Any fraction is disregarded.)
Date of closing the register book	: 5 September 2012
Remarks	<u>VGI Global Media Public Company Limited ("VGI") will coordinate with BTS Group Holdings Public Company Limited (BTS) to announce the IPO Price via ELCID system of the SET at www.set.or.th and via the Bangkok Biznews Newspaper prior to the subscription date.</u>

Subscription and Payment Procedure

- Subscription and payment period** : 19-21 September 2012 between 8.30-17.00 hours ONLY
- Subscription place** : at the office of the Thai NVDR Company Limited, The Stock Exchange of Thailand Building, 4th Floor, 62 Rachadapisek Road, Bangkok 10110.
N.B The Thai NVDR will not accept subscriptions by mail.

3. Required documentation

- 3.1 Subscription form, duly filled out and signed.
- 3.2 Subscription certificate, to be submitted together with :
 - 3.2.1 For a subscription of the same amount as allocated, no filling is necessary.
 - 3.2.2 For a subscription of more than existing rights, state the total units in the respective column.

4. Payment

Subscription for full entitlement or less than the entitlement, please make payment by one check or one cashier check which is collectable through clearing house in Bangkok. The check or cashier check shall be dated between 19-21 September 2012 only. Indicate the subscription date and make it payable to

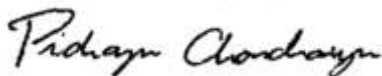
“TISCO SECURITIES CO.,LTD. FOR VGI GLOBAL MEDIA PLC. SHARE SUBSCRIPTION”.

- 5. If NVDR holders fail to exercise their rights or make a payment within the allotted time schedule, or the check or cashier check is not honored, it shall be deemed that such NVDR holders do not wish to exercise their subscription rights. Thai NVDR shall thus regard the subscription as being void.

Should you need any further information, please do not hesitate to contact Thai NVDR Company Limited at 02-229-2800 Ext. 2938-46.

Sincerely yours,

Thai NVDR Company Limited



(Pichaya Chomchaiya)

Head Depository Department

The Stock Exchange of Thailand

Enclosure : 1. Subscription Form for NVDR Right Issues
2. Subscription Certificate

**SUBSCRIPTION FORM FOR NON-VOTING DEPOSITORY RECEIPTS
IN VGI GLOBAL MEDIA PUBLIC COMPANY LIMITED (VGI-R)
THE THAI NVDR COMPANY LIMITED**

Thai NVDR Company Limited ("Thai NVDR") is pleased to offer the total of 571,076 additional Non-Voting Depository Receipts ("NVDRs") in a ratio of 377.54 (Three Hundred Seventy-Seven Point Five Four) units of existing BTS-R to 1 (One) unit of additional VGI-R (Any fraction is disregarded).

Date.....

To: The Board of Directors of the Thai NVDR Company Limited (Thai NVDR)

Name.....Last Name.....

No. of Registration NVDR holder.....Nationality.....

Tel..... E-mail address (if any).....

Full address.....

Please specify type of subscriber

- Natural Person of Thai Nationality ID No.....
- Juristic Person of Thai Nationality Company Registration No./Tax ID No.....
- Natural Person of Alien Nationality Alien Card/Passport/ID No.....
- Juristic Person of Alien Nationality Company Registration No./Tax ID No.....

I/We currently own.....units of NVDRs and have the right to subscribe for
..... units of additional NVDRs. I/We wish to subscribe for the additional NVDRs as follows:

	No. of NVDRs subscribed	Offering price per NVDRs	Amount (Baht)
<input type="radio"/> Subscription for less than the entitlement	 Baht	
<input type="radio"/> Subscription for full entitlement	 Baht	

Subscription for full entitlement or less than the entitlement, I/we herewith submit payment with Check

Cashier Check which collectable through clearing house in Bangkok. The check or cashier check shall be dated on 21 September 2012 only. Indicate the subscription date and make it payable to **"TISCO SECURITIES CO.,LTD. FOR VGI GLOBAL MEDIA PLC. SHARE SUBSCRIPTION"**.

Check No.....Date.....Bank.....Branch.....
amount ofBaht (.....)

When the NVDRs as allotted to me/us, I/we hereby agree the allotted NVDRs be issued to me/us through
.....participant no.....for securities trading no.....
that I/we have maintained with the Participant. (The name of the subscriber must be similar to the name of the share trading account).
I/We also agree not to sell or trade these NVDRs before they are listed and permitted to trade on the Stock Exchange of Thailand.

I/We hereby undertake to subscribe for the said additional NVDRs and agree to waive my/our right to cancel this subscription.
If the subscription form is not duly completed with the payment (Check or Cashier Check) within the subscription period or the Check or Cashier Check is not honored, it shall be deemed that I/we do not wish to exercise my/our subscription rights.

Signed..... NVDR holder
(.....)

Subscription No. _____

Subscription Receipt (Subscriber: Please also fill in the details requested below.)

Date.....

The Thai NVDR Company Limited hereby acknowledges receipt from (Name of subscriber).....
.....for the subscription of additional NVDRs and check or cashier check as follows;

Check No.....Date.....Bank.....Branch.....
amount ofBaht (.....)

Authorized Officer.....