

20 October 2016

Subject: Revision of Criteria for Director Nomination and Election in Extraordinary General Meeting of Shareholders No. 1/2016

Attention: President
Stock Exchange of Thailand

Enclosure: Criteria for Director Nomination and Election of Nation Broadcasting Corporation Public Company Limited (Revision)

We refer to Extraordinary General Meeting of Shareholders No. 1/2016 of Nation Broadcasting Corporation Public Company Limited (the “Company”) which will be convened on 7 November 2016 for appointment of new directors to replace the vacancies in the Board of Directors. The shareholders of the Company are entitled to nominate persons who are qualified and do not possess any characteristics prohibited under the law to be elected as the directors of the Company in accordance with the criteria for director nomination and election which are the standard criteria for the nomination of persons to replace the vacating directors who are due retire by rotation at a general shareholders’ meeting, as detailed in the letter of the Company dated 12 October 2016 published via the Electronic Company Information Disclosure of the Stock Exchange. With a view to giving every shareholder the opportunity to fully and lawfully exercise the right to nominate persons to be appointed as directors, the Company hereby revises the nomination criteria as follows:

Existing Criteria:

“3. Characteristics/Qualifications of the persons nominated for election as directors

3.1 For the director position:

- (1) The person must be qualified and possess no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto), and the corporate governance policy;
- (2) The person must be no more than 70 years of age;

(Translation)

- (3) The person must possess working experience of at least three years in the businesses of print media, radio, television, or other appropriate fields;
- (4) The person must be knowledgeable, competent, independent, able to perform the duties as a director with prudence, in good faith, and at his or her full capacities;
- (5) The person should not hold the position of executive director of a company listed on the Stock Exchange of Thailand of exceeding five companies (including being a director); and
- (6) The person must not engage in any business, or hold the position as an employee, director, or executive of any other company or juristic person which operates any business that is similar to or in competition with those of the Company.

3.2 For the independent director position:

The independent directors shall possess complete qualifications as specified by the Capital Market Supervisory Board as follows:

- (1) The person shall hold the shares of not exceeding 0.5 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary companies, associate companies, major shareholders, or controlling persons, including shares held by related persons of such independent director;”

New Criteria:

“3. Characteristics/Qualifications of the persons nominated for election as directors

3.1 For the director position:

- (1) The person must be qualified and possess no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto), and the corporate governance policy;

(Translation)

- (2) The person must be knowledgeable, competent, independent, able to perform the duties as a director with prudence, in good faith, and at his or her full capacities;
- (3) The person must not engage in any business, or hold the position as an employee, director, or executive of any other company or juristic person which operates any business that is similar to or in competition with those of the Company.

3.2 For the independent director position:

The independent directors shall possess full qualifications as specified by the Capital Market Supervisory Board and in accordance with the Company's policy, as follows:

- (1) The person shall hold the shares of not exceeding 1 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary companies, associate companies, major shareholders, or controlling persons, including shares held by related persons of such independent director;"

The details on the Criteria for Director Nomination and Election of Nation Broadcasting Corporation Public Company Limited (Revision) are set out in the Enclosure.

Please be informed accordingly.

Sincerely yours,

Nation Broadcasting Corporation Public Company Limited

Mr. Thepchai Sae-Yong

For and on behalf of the Board of Directors