Invitation Letter to the Extraordinary General Meeting of Shareholders No. 1/2019

Nation Broadcasting Corporation Plc.

On Friday June 28, 2019
At 10.00 a.m., at the Conference Room, 9 Floor, Room B ,Interlink Tower , Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok. 10260

Important Notes :
1. The meeting registration starts at 9.00 a.m.
2. For the convenience in the registration process, please present the Registration Form for registration.
3. The Company would like to inform “No distribution of souvenirs for the EGM No.1/2019”
May 29, 2019

Subject: Invitation Letter to the Extraordinary General Meeting of Shareholders No. 1/2019

Attention: Shareholders

Enclosures: 1. Copy of the minutes of the 2019 Annual General Meeting of the Shareholders
   2. Articles of Association of the Company, Chapter 4: Shareholders Meetings
   3. Conditions and procedures of the meeting of shareholders
   4. Profiles of the independent directors in support of their appointment as proxies
   5. Registration Form for the Annual General Shareholders Meeting and The 2018 Annual Report in the form of QR Code
   6. Proxy (Form A) (Form B) and (Form C)
   7. Map of the venue of the meeting of the shareholders

The Board of Directors of Nation Broadcasting Corporation Public Company Limited (the “Company”) has resolved to call the Extraordinary General Meeting of Shareholders No. 1/2019 on Friday, June 28, 2019 at 10 a.m., at the Conference Room, 9 Floor, Room B, Interlink Tower, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260, to consider the following agenda.

Agenda Item 1: To consider and certify Minutes of the 2019 Annual General Meeting of Shareholders, which was held on April 25, 2019.

Facts and Reasons: The 2019 Annual General Meeting of Shareholders was held on April 25, 2019, and a copy of the minutes of which has been submitted to the Stock Exchange of Thailand (the “SET”), the company has disseminated such minutes via the Company’s website at www.nbc.co.th in order to inform all shareholders of the minutes of the Shareholders’ meeting and allow them to check the accuracy of the minutes within a given period of time. In this regard, it did not appear that there was any shareholder opposing or requesting for amendment of such minutes. The copy of the minutes of the Shareholders’ meeting is provided in Enclosures No. 1.

Opinion of the Board of Directors: The Board of Directors of the Company considered and was of the opinion that the minutes of the Shareholder’s meeting were correct and complete. Thus, the board deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2019 to consider and certify the above-mentioned minutes.

Remark: This agenda item shall be affirmed by a majority vote of the eligible shareholders attending the meeting and casting their votes.
Agenda Item 2: To report the Company’s operating results and the Board of Directors’ report for the year 2018

**Facts and Reasons**: To report and summarize the operating results of the Company and the report of the Board of Directors for the year 2018 to the shareholders’ meeting for acknowledgement.

**Opinion of the Board of Directors**: The Board of Directors has considered and deemed that it is appropriate to propose to the Extraordinary General Meeting of Shareholders No.1/2019 for acknowledgment of the operating results for the year 2018.

**Remark**: This agenda is for acknowledgement; thus, there is no voting.

Agenda Item 3: To consider and approve the financial statements for the year ended December 31, 2018

**Facts and Reasons**: The consolidated financial statements of the Company and its subsidiaries as at December 31, 2018 have been audited by the auditors and reviewed by the Audit Committee. The auditor is of the opinion that the financial statements were accurately prepared in accordance with the requirements of the financial report standards, the details of which is provided in the 2018 annual report in Enclosure No.5 was sent to the shareholders together with this invitation letter.

**Opinion of the Board**: The Board of Directors of the Company deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No.1/2019 to consider and approve the Company’s financial statement for the year ended 31 December 2018 which have been audited by the authorised auditors and reviewed by the Audit Committee.

Agenda Item 4: To consider any other matters (if any)

Please be invited to attend the meeting at the date, time and venue specified above. For any shareholder who wishes to appoint a third party to attend and vote on your behalf, please fill out and sign the attached proxy form and submit to the Chairman of the Board of Directors or the Company Secretary prior to the commencement of the meeting.

Please be informed accordingly.

Sincerely yours,

Mr. Sontiyan Chuenruetainaidhama
Chairman of the Board of Directors
Minutes of The 2019 Annual General Meeting of Shareholders
Of Nation Broadcasting Corporation Public Company Limited

Date, Time and Place
The meeting was held on April 25, 2019 at 2 p.m., at the Conference Room, 9 Floor, Room B, Interlink Tower, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260.

Prior to the commencement of the Meeting, Ms. Supawan Waraporn Toh and Mr. Archvin Suksri (the "Meeting Facilitator") were assigned to conduct the meeting, informed the Meeting that at present, the Company's registered capital is THB 720,343,962.00 and paid-up capital is THB 535,436,809.00 divided into 535,436,809 ordinary shares, at the par value of THB 1 per share. In this The 2019 General Meeting of Shareholders, there were a total of 32 shareholders attending the Meeting in person and by proxy, representing 404,305,719 shares or equivalent to 75.51 percent of the total issued shares of the Company. The quorum was thus constituted in accordance with the Company's Articles of Association.

Directors attending the Meeting:
1. Mr. Sontiyana Chuennrutainaidhama  Chairman of the Board of Director
2. Mr. Shine Bunnag Director and Vice Chairman of the Board of Directors
3. Mr. Sutee Phongpaiboon Independent Director, the Member of Audit Committee and Chairman of the Nomination and Remuneration Committee
4. Mr. Pomchais Reonghathainont Independent Director, the Member of Audit Committee and the Member of Nomination and Remuneration Committee.
5. Mr. Metha Soonthornjit Independent Director and the Member of Audit Committee
6. Ms. Veerawan Vararuth Independent Director
7. Ms. Aura-Om Akrasane Independent Director and the Member of Nomination and Remuneration Committee.
8. Ms. Lakana Ratwongsakul Director and Assistant to Managing Director

8 Directors of total 10 directors attended the meeting.

Absent directors:
1. Assoc.Prof.Dr.Sungsidh Piriyarangsan Independent Director and Chairman of The Audit Committee
2. Mr.Chatchai Pokowga Director and Managing Director

Executives attending the Meeting:
1. Ms. Aeurnree Boonhachairat Chief Marketing Officer
2. Mr. Jira Hongsumroeng Acting Executive Editorial
3. Ms. Somthawil Thepsawas Assistant Executive Editorial
4. Mr. Suithirak Utthamontri Assistant Executive Editorial
5. Mr. Pakorn Puengnetr Assistant Executive Editorial
Prior to Meeting Agenda, the Company informed the Meeting of Corporate Governance Policy relating to the protection of shareholders’ rights and the provision of fair and equal treatment to all shareholders. The Company conducted this shareholders’ meeting based on the following guidelines:

1. The Company provided the opportunities to shareholders to propose agenda for the 2019 Annual General Meeting of Shareholders and to nominate directors through the Board of Directors. The nomination form could be downloaded from www.nbc.co.th and sent to the Chairman of the Board of Directors via postal mail from November 23, 2018 to January 29, 2019.

No nomination of Directors was made and no additional agenda were proposed by shareholders.

2. The Company provided the opportunities to shareholders to send the questions in advance of the Annual General Meeting of Shareholders via www.nbc.co.th or fax number 0-2338-3904 from March 29, 2019 to April 9, 2019 to the members of the Board and executives to gather information and prepare themselves for the Meeting.

No question was sent in advance to the Meeting.

3. The Company provided the opportunities to shareholders, who could not attend the Meeting, to appoint an independent director as their proxy in the Meeting. This year, independent director who was given authorization as proxy was Mr. Pornchai Reongghathainont, Independent Director, whose brief profile was attached to the meeting invitation letter.

4. The voting regulations for the annual general meeting of shareholders’ were in accordance with the Company’s Articles of Association stated in Clause 36 to 38 of Chapter 4 on “Shareholders’ Meeting”, which were attached to the meeting invitation letter sent to each shareholder in advance.

Clause 36 “The Chairman of the Meeting or their delegation is responsible to ensure that the meeting is held in compliance with the Company’s Articles of Association on meetings and as stated in the agenda of the meeting invitation letter unless two-thirds of shareholders attending the Meeting vote for a reorder of the agenda.”

Clause 37 “The Shareholders are entitled to exercise their rights to vote their shares: one share, one vote. In case those Shareholders have any special interest in the any agenda item, they will relinquish their rights to vote for this item, except for the voting for directors.”

Clause 38 “Unless Articles of Association or law state, otherwise, considerations or resolutions made by the Meeting shall be based on majority votes from shareholders attending the Meeting. If both the
approved and the disapproved votes are equal, one vote from the Chairman shall be required to resolve a decision."

For the Annual General Meeting of Shareholders today, in the vote on each agenda item, if no shareholders objected or otherwise commented, it would be considered unanimously approved as proposed by Chairman. However, if there were shareholders who disagreed or abstained on any agenda, they were asked to raise their hands, and any shareholders who wish to vote disagree or abstain, voting in the ballot that were distributed to the shareholders prior to the registration meeting would be used by marking the ballot paper to meet the terms and signed the ballot every time. Then the staffs will collect the ballots to count and collect points; this includes the shareholders attending the meeting in person or by proxy. The Chairman will announce to the shareholders at each session. A shareholder can vote as equal to the number of shares held; one share one vote.

The Articles of Association mentioned above would be applied to each agenda item, except agenda 5, which was to consider the election of directors to replace those retiring by rotation. For this item, the shareholders had to cast their votes individually. All ballots would be collected for transparency and to be in accordance with the Corporate Governance Policy.

In case the shareholder did not return the ballot to the officer, his/her vote would be counted as an agreed a vote for that agenda. After the votes for an agenda were counted and announced, that voting on such respective agenda was considered finalized.

5. Voting in the following manner. The voting will be considered void. It is considered as a Invalid.
   1. A ballot that are marked in other numbers besides the name of the person who has been nominated as the company is shown on the screen.
   2. A ballot is marked with more than one slot
   3. A ballot is with the intention of conflicting. Or do not show any intention.
   4. A ballot have been modified and no signature has been issued.

Preliminary Proceedings
Mr.Sontiyan Chuennuetainldhama Chairman of the board acting chairman of the meeting opening The 2019 Annual General Meeting of Shareholders

After that, the chairman assigned the conductor of the meeting. Conduct the meeting according to the agenda as follows.

Agenda 1 : To consider and certify Minutes of the 2018 Annual General Meeting of Shareholders

The Meeting Facilitator informed that the company secretary had prepared the minutes of the 2018 Annual General Meeting of Shareholders, which was held on April 9, 2018 and the board of directors considered that it was correct according to the resolution of the annual general meeting of shareholders. Presented to the meeting to consider approving the minutes of the annual general meeting of shareholders for 2018, which has details as per attachment 1 in the invitation letter that the company has been delivered to the shareholders.
The Chairman provided the opportunity to the shareholders to ask questions and express opinions.

No shareholder asked any questions or comments.

The chairman therefore asked the shareholders’ meeting to approve the minutes of the 2018 annual general meeting of shareholders.

The meeting considered resolved to certify the minutes of the 2018 annual general meeting of shareholders. The meeting was held on April 9, 2018 with a majority vote of the shareholders attending the meeting and having the right to vote with the following votes.

<table>
<thead>
<tr>
<th>Agree</th>
<th>Amount</th>
<th>402,608,282</th>
<th>Votes</th>
<th>Representing (%)</th>
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<tr>
<td>Disagree</td>
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<td>Votes</td>
<td>Representing (%)</td>
<td>0.00</td>
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<tr>
<td>Abstention</td>
<td>Amount</td>
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<td>Votes</td>
<td>Representing (%)</td>
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<tr>
<td>Voided ballot</td>
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<td>Votes</td>
<td>Representing (%)</td>
<td>0.00</td>
</tr>
<tr>
<td>Total</td>
<td>Amount</td>
<td>404,385,719</td>
<td>Votes</td>
<td>Representing (%)</td>
<td>100.00</td>
</tr>
</tbody>
</table>

Note: in this agenda, there was a shareholder and / or the proxies attending the meeting, increasing 1 person with the number total shares increased by 80,000 shares, including shareholders and proxies attending the meeting in this agenda, totaling 33 persons, totaling 404,385,719 shares.

**Agenda 2: To acknowledge the Company’s operating results and the Board of Directors’ report for the year 2018.**

The Chairman invited Mr. Shine Bunng, Vice Chairman of the Board of Directors to report on the company’s performance and provide the Board of Directors report for the year 2018.

Mr. Shine Bunng, Vice Chairman of the Board of Directors, informed the meeting that Mr. Chatthai Pokogwai, Managing Director, was unable to attend the meeting due to urgent family matters, and so the Vice Chairman would provide the report to the meeting in his place. He said that the company had still been unable to issue the financial statements for 2018 as it was in the process of collating information of the company and the auditor. Therefore, in this agenda, a report of the company’s performance in 2018 and business plan for 2019 was given, as follows:

1. **Operational Framework:** The editorial department had been restructured based on the strategy of providing live and in-depth news content, and coverage of all situations.

2. **Adjustment of Program and Presentation Format:** As the shareholders had been informed or who had seen television programs, Nation TV 22 places a strong emphasis on news. It is the leading digital news channel in Thailand, creating content and adjusting its programming to attract more viewers. Programs, aired from morning until evening, include Nation Morning News, broadcast from 6.00-8.00; Nation Kon Khao Khem, broadcast from 8.00-9.45; Thanasettaki Hour, broadcast from 13.00-14.00; and Nation Tan Khao, broadcast from 18.20-20.00.
3. Development of Basic Revenues: The management has negotiated with the program producers to cancel time sharing fee contracts or revenue sharing contracts and has hired program producers and changed to collection of rental charges instead.

4. Development of Digital Media: By focusing on branding to expand the viewer base via social media channels. The effectiveness can be seen in the growth of revenues and the number of page views in 2018, as follows:

<table>
<thead>
<tr>
<th>Period</th>
<th>Revenue (million Baht)</th>
<th>Page views (million)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1st half year</td>
<td>1.03</td>
<td>26.13</td>
</tr>
<tr>
<td>2nd half year</td>
<td>2.94</td>
<td>84.59</td>
</tr>
<tr>
<td>Growth rate</td>
<td>64.91 %</td>
<td>223.79 %</td>
</tr>
</tbody>
</table>

Followers of all Nation TV applications, such as Facebook, YouTube, LINE, Instagram and Twitter totaled 10.85 million followers as of December 31, 2018.

5. 2018-2019 Ratings Trends

Before the programming adjustments (between January and April 2018), the average number of viewers of Nation TV 22 was 61,262 people per minute. Following programming adjustments (between May and December 2018), the average number of viewers rose to 111,948 people per minute, representing an increase of 83 percent. In March 2019 the average audience figure was 158,578 people per minute.
Plans to enable the company to break even or make a profit in 2019 are as follows:

**Strategic Policy**
1. Increase the viewer base in Bangkok and surrounding areas.
2. Attract new audiences in regional and provincial areas.
3. Adjust program layouts to ensure that groups of viewers are watching programs at all times in order to improve ratings stability, with the goal of increasing average daily audiences of not less than 150,000 viewers by the end of 2019. At present, the number of viewers has already reached the target. Nonetheless, the management plans to increase targets above this figure in future.
4. Continuous development of personnel, content, media channels and digital media.
5. Increase sales teams and improve sales management with the goal of meeting the demands of customers via Total Media Solutions that rely increasingly on creative ideas.

**Targets**
1. Improve the channel’s ratings to be in the top 10 in the digital TV group. Currently, the channel is already among the top 10.
2. Develop revenue streams from Digital Media and Social Media, which are anticipated to become important sources of revenue for the company.
3. Develop personnel in line with the Digital Media and new presentation formats, as well as the changing behavior of media consumers.
4. Examine potential revenue streams from other sources, such as by entering into partnerships in the home shopping business and organizing tours under ‘Nation Around The World’ project, which has received good feedback from fans.
5. Accord greater importance to all stakeholder categories.
   
   **Shareholders**: Receive appropriate returns on investments, in line with business norms.
   **Customers**: Benefit from new service offerings under the Total Media Solution: Offline, Online and On Ground concept.
   **Employees**: Appropriate levels of compensation and welfare, with job stability.
   **Financial institutions**: Payment of debts on schedule and in line with loan conditions. For the company, the only debt burden should be the digital TV license fee. The management has already negotiated with the financial institutions.
   **Society**: As the company is involved in mass communications, importance is given to disseminating accurate news and information in line with the editorial policy to produce content to serve the nation, religions and monarchy, and while also taking into account audience groups that rely on the accuracy of the news and information.

**Strategic directions** to achieve targets.
1. Develop in-depth news with detailed analyses, in terms of the information presented, people and places.
2. Foster recognition and loyalty through the style of presentation and reinforce the channel's status as the leading news station.

3. Foster links between digital media and television, without limits.

4. Establish a regional network of journalists and rescue volunteers to become a news agency with reporters nationwide who are ready to submit reports to expand the audience base in provincial areas.

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

The meeting facilitator notified the meeting about the progress made in joining the Thai Private Sector Collective Action Coalition Against Corruption (CAC), reflecting the company's concerns over corruption. By setting a policy for all employees to practice and submitting documents showing the company's intention to participate in CAC in 2013 and later in 2017, the company received membership approval for the three years ending 2020.

In 2019, in preparation for renewal of membership in 2020, the company plans to send relevant personnel to participate in various training courses organized by CAC and the Thai Institute of Directors (IOD) for use as guidelines in the preparation of the various reports required for the extension of certification.

This agenda is aimed to inform matters only and no voting is necessary.

The meeting acknowledged.

**Agenda 3 To consider and approve the Company’s financial statements for the year ended December 31, 2018.**

The Meeting Facilitator informed the meeting that due to agenda 2 as the vice chairman has informed the meeting that since the financial statements cannot be issued to certify the results of operations ended on December 31, 2018 therefore the company necessary to refrain for considering this agenda, and when the financial statements for the year 2018 have been approved by the auditor, the company will present to the meeting of shareholders for further consideration.

The Chairman provided the opportunity to the shareholders to ask questions and express opinions.

Khun Phuvanat Na Songkhla, Representative of the Voluntary Protection of Shareholders, The Thai Investors Association raised the questions as follows:

**Question:** Would like to know the main reasons that the company still unable to issue financial statements for the year ended December 31, 2018, which resulted in the NBC shares being marked by the SP. Expected to be able to issue financial statements for the year ended December 31, 2018?

Khun Suwannee Wacharapasakorn Senior Accounting and Finance Manager clarified that the main reason for the company still unable to issue financial statements for the year ended December 31, 2018 due to the preparation of estimated future revenues and expenses throughout the life of the main assets, namely digital TV license by using the method of calculating returns by discounted cash flow (DCF) and preliminary, the company expected to be able to issue financial statements for the year ended December 31, 2018 within May 2019.
No shareholder asked any questions or comments.

The meeting acknowledged.

**Agenda 4 To consider and approve the omission of the dividend payment for the operating Results of the year ended December 31, 2018**

The Meeting Facilitator informed the Meeting that, according to the Article of Association Clause 45 of the Company’s Articles of Association stipulates that, “The Company shall not make dividend payment from other sources of money other than profits.” According to the Company’s dividend payment policy, the dividend shall be paid at a rate of no more than 40 percent of the Company’s net profit depending on the investment plan, necessity and other suitability in the future. But because the company still unable to issue financial statements to certify the operating results for the year ended December 31, 2018 because it is in the process of collecting accounting data to prepare annual financial statements 2018.

However because of the company’s performance that appeared in the 9 months financial statements of the third quarter of 2018 reviewed by the auditor of the company and already submitted to the Stock Exchange of Thailand with a loss of 71.64 million baht and having deficit in the amount of 1,333.62 million baht in the consolidated financial statements, and in the amount of 1,168.34 million baht in the Company Separate financial statements.

Therefore, according to the above regulations, the board of directors has considered agreed that the company unable to pay dividends from the operating results for the year ended December 31, 2018, and propose to the shareholders consider and approve the omission of dividend payment for the operating results for the year ended December 31, 2018.

The Chairman provided the opportunity to the shareholders to ask questions and express opinions.

No shareholder asked any questions or comments.

The chairman asked the shareholders’ meeting to approve the omission of dividend payment for the year ended December 31, 2018. The meeting considered and resolved with a majority vote of the shareholders attending the meeting and having the right to vote. As follows:

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<tr>
<th>Agree</th>
<th>Amount</th>
<th>Votes</th>
<th>Representing (%)</th>
</tr>
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<tr>
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<tr>
<td>Disagree</td>
<td>Amount</td>
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<td>0.00</td>
</tr>
<tr>
<td>Abstention</td>
<td>Amount</td>
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<td>0.47</td>
</tr>
<tr>
<td>Voided ballot</td>
<td>Amount</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>Total</td>
<td>Amount</td>
<td>404,415,719</td>
<td>100.00</td>
</tr>
</tbody>
</table>

Note: in this agenda, there was a shareholder and/or the proxies attending the meeting increased by 1 person, with the total number of 30,000 shares, including shareholders and proxies attending the meeting in this agenda, totaling 34 shareholders, with a total of 404,415,719 shares.
Agenda 5 To consider and approve the appointment of directors to replace those who completed the terms

The Meeting Facilitator informed the Meeting that, according to informed the Article 15 of the Company's Articles of Association provides that, at every annual general meeting of shareholders, one-third of the directors shall vacate office in proportion. In the case that the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate. In this regard, at present, there are ten directors in total, and the four of which who have held office the longest and are required to vacate are as follows:

1) Mr. Sontiyon Chuenruetainaidhamma Position Director and Chairman of the Board of Directors, holding the position until present, about 1 year. He has experience, knowledge and expertise in mass communication

2) Assoc.Prof.Dr.Sungsidh Piriyarangsan Position Independent Director and Chairman of The Audit Committee, held the position until the present, about 11 months. He has experience, knowledge and expertise in academic.

3) Ms.Lakana Ratwongsakul Position Director, held the position until the present, about 2 years and 4 months. She has experience, knowledge and expertise in mass Communication And business administration

4) MsAura-Orn Akrasanee Position Independent Director, holding the position until the present, about 1 year 1 month. She has experience, knowledge and expertise in journalism, finance and business management

In addition, the Company made an announcement on the website to invite all minority shareholders to nominate qualified persons to be appointed as the Company's directors from November 23, 2018 to January 29, 2019. However, no shareholder nominated any person to be the Company's director.

The board of directors has considered in accordance with the criteria for nomination of directors of the company and considered the appropriate qualifications of the 4 directors who retired from the position in the above agenda which consists of experience, knowledge and expertise and in accordance with the principles of corporate governance.

Therefore, it is deemed appropriate to propose to the shareholders' meeting to appoint all 4 directors whose term has expired. Which the qualification of the proposed director appear in attachment 5 in the invitation letter that the company sent to shareholders.

The chairman informed the meeting that because of this agenda, i, the chairman of the board acting as chairman of the meeting , khun Lakana Ratwongsakul, and khun Aura-Orn Akrasanee considered as a stakeholder therefore requesting permission to leave the meeting room temporarily during the consideration of this agenda for transparency therefore, he assigned khun Shine Bunnag, vice chairman of the board of directors. acting as the chairman of the meeting in this agenda instead
khun Shane Bunnag as the chairman of the meeting allowed shareholders to ask questions and express opinions.

No shareholder asked any questions or comments.

The Chairman then proposed the meeting to consider and approve the appointment of four directors who retired upon the expiration of the office term to the re-appointment for another term.

However, to ensure transparency and compliance with the Good Corporate Governance, shareholders were asked to consider and elect the directors individually and all ballots were kept.

In this regard, the meeting approved this resolution as follows:

1. **Mr. Sontivan Chuenruetainaidhama**, holding the position of director and chairman of the board of directors resolved to appoint with a majority vote as follows:

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<tr>
<th></th>
<th>Amount</th>
<th>Votes</th>
<th>Representing (%)</th>
</tr>
</thead>
<tbody>
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<td>agree</td>
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<td>abstention</td>
<td>1,897,437</td>
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<tr>
<td>voided ballot</td>
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<td>0.00</td>
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<tr>
<td>total</td>
<td>404,415,719</td>
<td>404,415,719</td>
<td>100.00</td>
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2. **Assoc.Prof.Dr. Sungsidh Pirivarangsan**, holding the position of independent director and chairman of the audit committee resolved to appoint with a majority vote as follows:

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<th></th>
<th>Amount</th>
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</tr>
</thead>
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<td>404,415,719</td>
<td>100.00</td>
</tr>
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</table>

3. **Ms.Lakana Ratwornosakul**, holding the position of director resolved to appoint with a majority vote as follows:

<table>
<thead>
<tr>
<th></th>
<th>Amount</th>
<th>Votes</th>
<th>Representing (%)</th>
</tr>
</thead>
<tbody>
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</tr>
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<tr>
<td>total</td>
<td>404,415,719</td>
<td>404,415,719</td>
<td>100.00</td>
</tr>
</tbody>
</table>

4. **Ms.Aura-Orn Akrasamee**, holding the position of Independent Director resolved to appoint with a majority vote as follows:

<table>
<thead>
<tr>
<th></th>
<th>Amount</th>
<th>Votes</th>
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</tr>
</thead>
<tbody>
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<tr>
<td>disagree</td>
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<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>abstention</td>
<td>1,897,437</td>
<td>1,897,437</td>
<td>0.47</td>
</tr>
<tr>
<td>voided ballot</td>
<td>0</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>total</td>
<td>404,415,719</td>
<td>404,415,719</td>
<td>100.00</td>
</tr>
</tbody>
</table>
Khun Shiree Bunnag, vice chairman of the board of directors that acts as the chairman of the meeting in the agenda invited the directors who left the meeting room temporarily back to the meeting room and invited Khun Sontiyan Chuenruetainaidhama, Chairman of the board of director acting as the chairman of the meeting in the next agenda.

**Agenda 6 To consider and determine Director remunerations and Sub-committee for the year 2019**

The Chairman assigned the meeting facilitator inform the meeting of according to the board of directors' opinion that the nomination of directors and the consideration of remuneration for the board of directors for media business is important. Therefore agreed to appoint a sub-committee came up to develop the matter according to the board of directors' resolution on February 26, 2019.

Proposing the remuneration of the directors and the sub-committee of the year 2019, the board of directors acting for scrutiny person to perform duties as a director and sub-committees and consider remuneration for directors and sub-committees in detail to the suitability by comparing from the same industry and the average remuneration based on similar business size including considering business expansion and profit growth of the company for consideration.

The company would like to propose to the 2019 annual general meeting of shareholders to consider and approve the remuneration of the company's directors and sub-committees for the year 2019, scheduled to be paid on a quarterly basis as follows:

<table>
<thead>
<tr>
<th>Position</th>
<th>Remuneration</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chairman of the Board of Directors</td>
<td>400,000 Baht / year</td>
</tr>
<tr>
<td>Chairman of The Audit Committee</td>
<td>400,000 Baht / year</td>
</tr>
<tr>
<td>Member of The Audit Committee</td>
<td>300,000 Baht / person / year</td>
</tr>
<tr>
<td>Independent Director</td>
<td>200,000 Baht / person / year</td>
</tr>
<tr>
<td>Executive Director</td>
<td>200,000 Baht / person / year</td>
</tr>
<tr>
<td>Chairman of the Nomination and Remuneration Committee. *</td>
<td>20,000 Baht / Meeting</td>
</tr>
<tr>
<td>Member of the Nomination and Remuneration Committee. *</td>
<td>10,000 Baht / Meeting</td>
</tr>
</tbody>
</table>

*Note:* *the allowance will paid per meeting*

The Chairman provided the opportunity to shareholders to ask questions and make comments.

Mr. Phuwanat Na Songkhla, Representative of the Voluntary Protection of Shareholders, The Thai Investors Association raised the following question:

Question: The committee has performed quite a lot of duties as the company is facing a period of very intense competition and it is agreed that the proposed remuneration of the Board of Directors and sub-committees for the year 2019 is reasonable. However, according to the financial statements for the 9-month period ending the third quarter of 2018, reviewed by the company's auditor with accumulated losses in the consolidated financial
statements of Baht 1,333.62 million and a deficit in the separate financial statements of Baht 1,168.34 million, how confident is the Board of Directors of being able to manage this situation? When can the company be returned to profitability?

Mr. Shine Bunnag, Vice Chairman of the Board of Directors, replied that according to the NCPO's order No. 4/2562 that waived the license fee minimum amount for the last two installments and the minimum amount of the fourth installment together with the solution of the network rental (MUX), currently the company is establishing a working committee to discuss with the NBTC the benefits to the company and the criteria. As for the operations of the company, as reported in the Action Plan for the year 2019 in Agenda 2, only in March 2019, Nation TV 22 is able to achieve the targets set for the end of 2019. The channel will probably be ranked in the top 10 among all 22 digital TV channels and will have average audiences of not less than 150,000 people per minute. Therefore, it is expected that this year the company will achieve profitable performance according to its goal. For the accumulated loss in the consolidated financial statements of Baht 1,333.62 million and in the separate financial statements of Baht 1,168.34 million from the 9-month financial statements ending the third quarter of 2018, the management will consider the directions to be taken once again. After the company has submitted the financial statements for the year ended December 31, 2018 and financial statements for the first quarter ended March 31, 2019, there will be some ways to reduce the accumulated losses.

Mr. Sontiyon Chuenrueetainakhama, Chairman of the Board of Directors, added that the channel's current rating is considered an important variable that can generate income from increased sales of advertising. The current Executive Board initiated a plan in March 2018 to adjust programming and advertising conditions, collaborated with partners to undertake business tours, and organize activities for fans of the channel to meet and socialize with news presenters. The activities enabled Nation TV to climb the ratings from No. 16 to No. 13 and currently to No. 10, which is in line with the goals set by the management. The plan to closely link TV and digital media to support the changing behavior of viewers and the efforts to develop new revenue streams for the company are also expected to help reduce the company's accumulated losses.

No shareholders asked further questions or expressed any opinions.

The chairman therefore requested the meeting to consider and vote on the agenda to determine remuneration for directors of the company and the sub-committee for the year 2019.

The meeting considered resolved to approve the determination of the directors' remuneration for the year 2019 as proposed by the chairman with votes of not less than two-thirds of the votes of the shareholders attending the meeting and having the right to vote. with the following votes.

<table>
<thead>
<tr>
<th>Agree</th>
<th>Amount</th>
<th>402,519,538</th>
<th>Votes</th>
<th>Representing (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Disagree</td>
<td>Amount</td>
<td>0</td>
<td>Votes</td>
<td>Representing (%)</td>
</tr>
<tr>
<td>Abstention</td>
<td>Amount</td>
<td>1,897,437</td>
<td>Votes</td>
<td>Representing (%)</td>
</tr>
<tr>
<td>Voided ballot</td>
<td>Amount</td>
<td>0</td>
<td>Votes</td>
<td>Representing (%)</td>
</tr>
<tr>
<td>Total</td>
<td>Amount</td>
<td>404,416,975</td>
<td>Votes</td>
<td>Representing (%)</td>
</tr>
</tbody>
</table>

99.53

0.00

0.47

0.00

100.00
Note: in this agenda, there was a shareholder and/or the proxies attending the meeting increased 1 person, with the total number of 1,256 shares, including shareholders and proxies to attend the meeting in this agenda, totaling 35 persons, totaling 404,416,975 shares

**Agenda 7 To consider and approve the appointment of the Company’s auditors and the determination of audit fee for the year 2019**

The Chairman assigned the meeting facilitator inform the meeting of according to the board of directors’ consideration and recommendation of the audit committee is proposed to the shareholders’ meeting, to approve the appointment of KPMG Phoomchai audit company limited as the auditor for the year 2019 of the company as follows:

1. Ms.Sasithorn Pongadisak  CPA Registration No. 8802 or
2. Ms.Marisa Tharathombunpakul  CPA Registration No. 5752 or
3. Mr.Thanit Osathalert  CPA Registration No. 5155

Ms.Sasithorn Pongadisak, will sign the financial statements of the Company for the year 2019, It is the second year. Brief profiles of the auditors above are in Enclosure No.6.

All of the above three auditors have neither relationship with nor interests in the Company, its subsidiaries, its management, major shareholders or any related parties thereof. Therefore, they are independent to examine and able to express an unbiased opinion on the financial statements of the Company. Their performances were sound and satisfactory and their qualifications are not contrary to the regulations of the SET.

Audit Committee, deems it appropriate to propose to the 2019 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2019 in respect of the Company and it’s subsidiaries, total 2 companies, amount of THB 1,850,000. (equal to last year).

With respect to other service fees, the Company and its subsidiaries did not receive any other services from the audit firm to which the auditors belong, any other persons or entities related to the auditors or such audit firm in the previous year.

Chairman provided the shareholders with an opportunity to raise any questions and comments.

No shareholder asked any questions or comments.

The Chairman then proposed the meeting to consider and vote for the appointment of the Company’s auditors and the determination of audit fee for the year 2019.

The meeting considered approved the appointment of KPMG Phoomchai Audit limited as the auditor of the year 2019 as follows:

1. Ms.Sasithorn Pongadisak  CPA Registration No. 8802 or
2. Ms.Marisa Tharathombunpakul  CPA Registration No. 5752 or
3. Mr.Thanit Osathalert  CPA Registration No. 5155
Ms. Sasithorn Pongadisak will sign the financial statements of the Company for the year 2019. It is the second year, the total amount of THB 1,850,000 with a majority votes of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

| Agree      | Amount  | 402,639,538 | Votes  | Representing (%) | 99.56 |
| Disagree   | Amount  | 0           | Votes  | Representing (%) | 0.00  |
| Abstention | Amount  | 1,777,437   | Votes  | Representing (%) | 0.44  |
| Voided ballot | Amount | 0           | Votes  | Representing (%) | 0.00  |
| Total      | Amount  | 404,416,975 | Votes  | Representing (%) | 100.00 |

**Agenda 8 : To consider and approve the amendment to the Company’s objectives and the Memorandum of Association, Clause 3. (Objectives)**

The Chairman assigned the meeting facilitator informed the meeting that to consider and approve the amendment of the company's objectives and amendment to clause 3 of the memorandum of association regarding the company's objectives in order to support the bidding with government agencies which will determine the qualifications according to the objectives of the company.

<table>
<thead>
<tr>
<th>Clause</th>
<th>Amended Statements</th>
</tr>
</thead>
<tbody>
<tr>
<td>Clause 37</td>
<td>To carry on the business of public relations consulting and advising, event activity organizing, publishing, television, radio, online, conference and seminar organizing, non-fiction/news production.</td>
</tr>
<tr>
<td>Clause 38</td>
<td>To carry on the business of providing marketing plans and public relations for goods, shops, individuals, government units to be recognized including to invite celebrities such as singers and actors to the event for public relations.</td>
</tr>
<tr>
<td>Clause 39</td>
<td>To carry on the event organizing business, proving services in relation to designing and organizing the products launching event, organizing of publications, exhibitions, product-displayed booths, fashion shows, public relations, meetings, conferences, banquets for both indoor and outdoor, organizing light and sound systems and other entertainment programs.</td>
</tr>
<tr>
<td>Clause 40</td>
<td>To carry on the business of hiring of works, trading of consumer goods and souvenirs.</td>
</tr>
<tr>
<td>Clause 41</td>
<td>To carry on the business of designing and producing television and radio programs, advertising media, public relations, electronic media, product displayed booths, shops and other printing-related media in any forms, designing and creating websites, applications, renting lighting equipment or other equipment for drama and film-making, producing television programs, providing services on tape/video recording for outdoor, producing television and radio advertising, producing videos, renting recording rooms, renting music rehearsal and music production rooms, renting equipment and editing, designing, producing and distributing CDs, films, television programs, books, newspapers and magazines.</td>
</tr>
</tbody>
</table>
The Chairman provided the opportunity to shareholders to ask questions and comments

No shareholder asked any questions or comments.

The chairman therefore proposed that the meeting consider and vote for approval of the amendment of the company’s objectives and amendments to clause 3 of the memorandum of association (objectives)

The meeting considered resolved to approve the amendment of the company’s objectives and the amendment to clause 3 of the memorandum of association (objectives) with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote as follows:

<table>
<thead>
<tr>
<th>Agree</th>
<th>Amount</th>
<th>402,639,538</th>
<th>Votes</th>
<th>Representing (%)</th>
<th>99.56</th>
</tr>
</thead>
<tbody>
<tr>
<td>Disagree</td>
<td>Amount</td>
<td>0</td>
<td>Votes</td>
<td>Representing (%)</td>
<td>0.00</td>
</tr>
<tr>
<td>Abstention</td>
<td>Amount</td>
<td>1,777,437</td>
<td>Votes</td>
<td>Representing (%)</td>
<td>0.44</td>
</tr>
<tr>
<td>Voided ballot</td>
<td>Amount</td>
<td>0</td>
<td>Votes</td>
<td>Representing (%)</td>
<td>0.00</td>
</tr>
<tr>
<td>Total</td>
<td>Amount</td>
<td>404,416,975</td>
<td>Votes</td>
<td>Representing (%)</td>
<td>100.00</td>
</tr>
</tbody>
</table>

**Agenda 9: To consider and approve the amendment to the Company’s Articles of Association, Clause 21, and Clause 31 regarding the board of directors’ meeting and shareholders’ meeting**

The Chairman assigned the meeting facilitator informed to be in line with (1) the announcement of the National Council for Peace and Order No. 74/2014 Re:Electronic Conferencing prescribed that the conference may be organized and held through electronic media; and it shall have the same effect as the conference held pursuant to a legally provided procedure. Provided that an electronic conferencing shall be conducted in accordance with the standards for electronic conferencing security imposed by the Ministry of Information and Communication Technology and as published in the Government Gazette, and (2) the amendment made to the Section 100 of the Public Limited Companies Act B.E. 2535 (1992) has
been repealed and replaced by the Order of the Head of the National Council for Peace and Order No. 21/2017 on Amendments of Laws to Facilitate the Ease of Doing Business about the Shareholders’ Meeting.

1. Amending Article 21. of the Articles of Association Re: the board of directors’ meeting as follows:

From: “The Board of Directors must convene the meeting at least once within the period of every three months once at the province as being the location of the head office of the Company or at any other place. The Chairman of the Director is the person, calling for the board of directors’ meeting, and regarding the convening of the board of directors’ meeting, the Chairman of the Director or the designated person shall send the invitation letter of the meeting to the directors no less than seven days before the day of the meeting, except in the urgent case, to protect the rights and the benefits of the Company, the Company would notify of the meeting by other means and may call for the meeting earlier than that. 2 or more directors may request for the board of directors’ meeting to be called, in such case, the Chairman of the Director must determine the date of the meeting and call for the meeting within fourteen days from the requesting date.”

To: “The Board of Directors must convene the meeting at least once within the period of every three months once at the province as being the location of the head office of the Company or at any other place. The Chairman of the Director is the person, calling for the board of directors’ meeting, and regarding the convening of the board of directors’ meeting, the Chairman of the Director or the designated person shall send the invitation letter of the meeting to the directors no less than seven days before the day of the meeting, except in the urgent case, to protect the rights and the benefits of the Company, the Company would notify of the meeting by other means and may call for the meeting earlier than that. 2 or more directors may request for the board of directors’ meeting to be called, in such case, the Chairman of the Director must determine the date of the meeting and call for the meeting within fourteen days from the requesting date.

In the case of a meeting of the Board of Directors is held through electronic media, all participating directors must be in the Kingdom of Thailand and at least 1/3 of the directors must attend the meeting in the same place. An electronic conferencing must be conducted through a convention control system with secure information technology processes and must be a record of both audio and video (as the case may be) of all the directors attending the meeting throughout the meeting, including the computer traffic generated by the record, and the control system of the meeting must have the basic elements as prescribed by Notification of the Ministry of Information and Communication Technology Re: Standards for Electronic Conferencing Security B.E. 2014 (as amended).”

2. Amending Article 31. of the Articles of Association Re: the shareholders’ meeting as follows:

From: “The shareholders holding shares in aggregate not less than1/5 of the total number of the shares sold or shareholders numbering not less than 25 persons holding shares amounting not less than 1/10 of the total number of shares sold may at any time submit their names in a letter requesting the Board
of Directors to call an extraordinary meeting, but the reasons for calling such meeting shall be clearly stated in such letter. In this case, the Board of Directors shall proceed to call a shareholder meeting to be held within 1 month from the date of receipt of such letter from the shareholders."

To "The shareholders holding shares in aggregate not less than 1/5 of the total number of the shares sold or shareholders numbering not less than 25 persons holding shares amounting not less than 1/10 of the total number of shares sold may at any time submit their names in a letter requesting the Board of Directors to call an extraordinary meeting, but the reasons for calling such meeting shall be clearly stated in such letter. In this case, the Board of Directors shall proceed to call a shareholder meeting to be held within 45 days from the date of receipt of such letter from the shareholders."

In the event that the Board of Directors does not hold the meeting within the specified period in the second paragraph, the shareholder(s) who subscribed their names in a letter or other shareholders, holding the total number of shares as prescribed may also hold the meeting by themselves within 45 days from the specified period in the second paragraph. In such event, the meeting shall be deemed as if it is held by the Board of Directors and the Company must responsible for the expenses incurred from the holding the meeting and provide the facilities as appropriate.

In the event that it appears that in any meeting that held as a result of the shareholders in the third paragraph, the number of the shareholders attending the meeting does not constitute a quorum, as prescribed in Article 31. of this Articles of Association, the shareholder(s) in the third paragraph must jointly responsible for the expenses incurred from the holding the meeting to the Company."

Provided that the person, designated by the Board of Directors to proceed the registration of the amendment of the Articles of Association with the Department of Business Development, Ministry of Commerce, shall be authorized to make a change of and an addition to wordings in order to comply with the order of the Registrar and authorized to proceed with anything in order to comply with the order of the Registrar for the purpose to complete the registration.

The Chairman provided the opportunity to shareholders to ask questions and comments

No shareholder asked any questions or comments.

The chairman therefore proposed that the meeting consider and vote for approval of the amendment of the company's articles of association, article 21. and article 31.

The meeting considered resolved to approve the amendment of Company's articles of association, article 21. and article 31 with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote as follows:

| Agree | Amount | 402,519,538 | Votes Representing (%) 99.53 |
| Disagree | Amount | 0 | Votes Representing (%) 0.00 |
| Abstention | Amount | 1,897,437 | Votes Representing (%) 0.47 |
| Voided ballot | Amount | 0 | Votes Representing (%) 0.00 |
| Total | Amount | 404,416,975 | Votes Representing (%) 100.00 |
Agenda 10 To consider any other matters (if any)

The Chairman invited shareholders to ask additional questions.

Mr. Phuvanat Na Songkhla, Representative of the Voluntary Protection of Shareholders, the Thai Investors Association have opinion for the meeting that since this is a shareholders’ meeting, shareholders expect to get to know more company’s directors. He proposed to arrangement the seating for the executives and the shareholders should be equal in order to comply with the principles of good corporate governance principles. Will this be possible in the next shareholders’ meeting?

The Chairman thanked the shareholder for his advice.

No shareholder asked any further questions or made additional comments.

The Chairman thanked the shareholders who attended the meeting and expressed his confidence to the shareholders that the current Board is addressing the Company’s performance problems in view of the intensely competitive environment in the digital TV industry in order to reduce losses and implementing strict cost control. He expressed confidence that the company would be able to return to profit in the operating results for the year 2019.

The meeting ended at 3.45 p.m.

Signature........................................
(Mr.Sondhiyam Chuenruthainaidham)
Chairman of the Board of Director

Signature........................................
(Mr.Yods Boonyuen)
Corporate Secretary / Minutes Taker
Company’s Articles of Association
Nation Broadcasting Corporation Public Co., Ltd.

Chapter 4 : Shareholders’ Meeting

29. The Shareholders’ meeting shall be held at the company’s head office or in the nearby provinces or other location set by the board of the directors.

30. The shareholders’ meeting shall be held at least once a year. Such meeting shall be called the annual general shareholders’ meeting and it shall be held within 4 months after the end of the Company’s fiscal year. Any other shareholders’ meetings shall be called “Extra-ordinary shareholders’ meetings.” The Directors shall call the extra-ordinary meeting of the shareholders whenever they deem appropriate.

31. The shareholders holding shares in aggregate not less than 1/5 of the total number of the shares sold or shareholders numbering not less than 25 persons holding shares amounting not less than 1/10 of the total number of shares sold may at any time submit their names in a letter requesting the Board of Directors to call an extraordinary meeting, but the reasons for calling such meeting shall be clearly stated in such letter. In this case, the Board of Directors shall proceed to call a shareholder meeting to be held within 45 days from the date of receipt of such letter from the shareholders.”

In the event that the Board of Directors does not hold the meeting within the specified period in the second paragraph, the shareholder(s) who subscribed their names in a letter or other shareholders, holding the total number of shares as prescribed may also hold the meeting by themselves within 45 days from the specified period in the second paragraph. In such event, the meeting shall be deemed as if it is held by the Board of Directors and the Company must responsible for the expenses incurred from the holding the meeting and provide the facilities as appropriate.

In the event that it appears that in any meeting that held as a result of the shareholders in the third paragraph, the number of the shareholders attending the meeting does not constitute a quorum, as prescribed in Article 31. of this Articles of Association, the shareholder(s) in the third paragraph must jointly responsible for the expenses incurred from the holding the meeting to the Company.”

Provided that the person, designated by the Board of Directors to proceed the registration of the amendment of the Articles of Association with the Department of Business Development, Ministry of Commerce, shall be authorized to make a change of and an addition to wordings in order to comply with the order of the Registrar and authorized to proceed with anything in order to comply with the order of the Registrar for the purpose to complete the registration.

32. To call a meeting of the shareholders, the Board of Directors shall make the invitation letter with the stipulated venue, date, time, agenda items and the materials outlining the proposed matters to the meeting with sufficient
details. The items should be clearly stipulated whether they will be submitted to the meeting for acknowledgement, approval or consideration as the case may be. The Board of Directors’ opinion in such matters shall also be sent to the shareholders and made available to the registrars at least 7 days prior to the meeting. The notice of such shareholders’ meeting shall be advertised on the newspaper for three successive days and at least 3 days prior to the meeting date.

33. Shareholders may authorize other parties to attend the meeting and cast votes on their behalf at the shareholders’ meeting by making a written statement in accordance with the requirements of applicable laws. The authorized persons shall submit the letter to the chairman of the meeting or the person authorized by the chairman before the authorized persons attend the meeting.

The authorized letter shall be the format as stipulated by the listed company’s registrar and contain these items at minimum:

a.) amount of shares the shareholder is holding
b.) name of the authorized
c.) the number of the shareholders’ meeting that was authorized or cast the vote

In casting the votes, the shareholders’ authorized person shall have an equal amount of votes the shareholders have in total, except the shareholders’ authorized person announces at the meeting before casting the votes that he/she will cast the votes for certain shareholders. In such case, the shareholders’ authorized person shall state the name of the shareholders and the number of shares held.

34. At the shareholders’ meeting, there must be at least 25 shareholders and their authorized persons (if any) attending, or not less than half of the total number of the shareholders with collective shareholding accounting for at least one-third of the paid-up shares, shall make the quorum.

In case that the number of the shareholders attending the meeting does not reach the amount stated as in the paragraph above at an hour past the appointment time, if the meeting is called by request of the shareholders, it shall be cancelled. However, if the meeting is not called by the request of the shareholders, it will be rescheduled and the invitation letter shall be sent to the shareholders at least 7 days prior to the meeting. In the latter case, it is not necessary that the amount of the shareholders be as stated in the first paragraph to make the quorum of the meeting.

35. Chairman of the Board shall be the chairman of the meeting. In case where the Chairman of the Board of Directors is absent from the meeting or unable to perform his/her duty, the vice chairman will assume the chairmanship. If the vice chairman is not available or unable to perform this duty, the shareholders who are present at the meeting shall select a shareholder to act as the chairman of the meeting.

36. Chairman of the meeting shall oversee the meeting to ensure the meeting is conducted in a manner consistent with the order of the Agenda Items set forth in the invitation letter, except the case where the meeting resolves with at least two-third of the votes by shareholders who are present at the meeting to re-arrange the order of the
agenda items.
As all the agenda items set forth in the invitation letter have been thoroughly considered, the shareholders with collective shareholding of one third of the paid up shares may request the quorum to consider other agenda items not stated in the invitation letter.
In case where the quorum is not able to consider the agenda items on time and it is required to postponed, whether the agenda items be on the invitation letter or added by request according to paragraph 2, the quorum is to reschedule the meeting, set the venue, time and agenda items and the invitation letter shall be sent to the shareholders at least 7 days prior to the meeting. The notice of such shareholders’ meeting shall be advertised on the newspaper for three successive days and at least 3 days prior to the meeting date.

37. At the shareholders’ meeting, the shareholders have the right to attend the meeting and cast the votes according to the number of shares they hold. Each share accounts for one vote.
If the shareholders are closely connected to the issue raised in the meeting, their right to vote on that specific issue will be withdrawn, except for the vote for board of directors’ selection.

38. Except where otherwise stipulated by this articles or applicable laws, the final judgment or the resolution of the shareholders’ meeting shall be based on the majority votes of the shareholders who are present at the meeting. However, in the case that the votes are equal, the chairman of the meeting shall exercise additional one vote as the final ruling.

39. Three fourth of the total shareholders’ votes present at the meeting must be tallied before making final ruling on the following issues:
   a.) the company capital’s increase or decrease
   b.) issuance and proposal of debentures
   c.) amendment of Memorandum of Association or the company’s regulations
   d.) make, amend or cancel contracts regarding the company’s business rental wholly or partially
   e.) appointment of others to manage the company’s business
   f.) merging or abrogating the company
   g.) joint venture with others with the objective of sharing profit and loss
   h.) other transactions stipulated by law

40. Annual general shareholders’ meeting shall engage in the following activities:
   (a.) acknowledgement of the Board of Directors’ report concerning the Company’s operations of the past year
   (b.) approval of the balance sheet and profit and loss account
   (c.) approval of profit allocation and dividend payment
   (d.) replacement of the directors whose term expire and determining the directors’ remunerations
   (e.) appointment of the auditors and determining the Company’s auditing fee
   (f.) Others (if any)
1. Cases in which a shareholder attends a meeting in person
   - A shareholder, who is an individual person with Thai nationality, must show his/her original identity card or original state official identity card to register.
   - A shareholder, who is an individual person with foreign nationality, must show his/her original foreign identity card, passport, or document issued for use as a substitute for a passport in order to register.
   - If a shareholder has changed his/her name or surname, the shareholder must produce evidence to prove the change of name or surname.

2. Appointing a proxy:
   - A shareholder who appoints a proxy shall appoint only one person as a proxy to attend the meeting and cast a vote in accordance with the Proxy Form attached.
   - The shareholder can indicate on the proxy form his/her intention to vote on each agenda item, whether he/she agrees, does not agree or abstains in order for the proxy to vote on his/her behalf.
   - The proxy shall submit the proxy form to the chairman of the meeting and/or the person assigned by the chairman before the meeting starts. The proxy form must be completely filled in and duly signed. Any change to or crossing out of any material texts must be signed by the proxy.
   - The proxy form must have a 20 Baht duty stamp affixed.

Required documents for appointing a proxy:

- **In cases in which the shareholder is an individual with Thai nationality:**
  A certified copy of the identity card or state official identity card of the person appointing the proxy is required.

- **In cases where the shareholder is an individual with foreign nationality:**
  A certified copy of the alien identity card or passport or a document issued as a substitute for the passport of the person appointing the proxy is required.

- **In cases where the shareholder is a juristic person:**
  - **Thai juristic person:** A certified copy of the company affidavit issued within the last six months by the Ministry of Commerce or other relevant agencies and a certified copy of the national identity card or state official identity card or passport (in cases of foreign nationals) of the authorized director whose signature is affixed to the proxy form.
  
  - **Foreign juristic person:** The authorized person shall sign his/her name and affix the company seal (if any) in the proxy form attached with a certified copy of the passport of the authorized person.
In cases where a fingerprint is affixed instead of a signature, the left thumb shall be used with a statement "the fingerprint of the left thumb of...". The fingerprint must be affixed in the presence of two witnesses and certified. A certified copy of the identity card or state official identity card of the witness must be attached.

In a meeting of the shareholders, if a shareholder cannot attend the meeting in person, he/she may appoint a person to act as his/her proxy or may appoint an independent director to act as his/her proxy.

A shareholder, who wishes to appoint an independent director of the Company as his/her proxy, shall send the proxy form completely filled in and duly signed as stated above to the Corporate Secretary’s Office, together with relevant documents, at least one day before the meeting date.

In the case that shareholders, who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, it is required to present the following documents:

Documents form custodian
1) The Proxy Form B, correctly and completely filled in and signed by the authorized representative of the custodian which is the grantor and the proxy, and affixed with a stamp duty.
2) A document confirming that the person who signed the proxy form is permitted to operate the custodian business.
3) A copy of the affidavit of the custodian, certified as true and correct copy by the authorized representative of the custodian, with statement showing that such authorized representative of the custodian, who signs the proxy form as the grantor, is empowered to act on behalf of the custodian.
4) A copy of a valid identification card or government officer card or driving license or passport (in the case of foreign shareholders) of the authorized representative of the custodian, certified as true and correct copy by the representative.

Documents from shareholder
1) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.
2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with statement showing that such authorized representative who signs the power of attorney is empowered to act on behalf of such juristic shareholder.
3) Copy of a valid identification card or government officer card or driving license or passport (in the case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.

Documents from proxy
The following documents need to be presented by proxies: Valid identity card or government officer card (originals only), or valid passport (in the case of foreign shareholders) of the proxy, together with copies of all the documents duly certified true and correct by the proxy.
3. In cases in which a shareholder is deceased:
   The estate administrator can attend the meeting in person or by proxy, provided that a court order appointing the estate administrator is presented. The court order must be signed by the authorized person within six months before the meeting date.

4. In cases in which a shareholder is a minor:
   The father, mother or the parents can attend the meeting in person or by proxy, provided that a copy of the house registration of the shareholder, who is a minor, is presented.

5. In cases in which a shareholder is an incompetent or quasi-incompetent person:
   The guardian or the custodian shall attend the meeting in person or by proxy, provided that the meeting attendee can present a court order to prove the legal status of the caretaker and the date of the signing of such document by the authority must be within six months before the meeting date.

Registration:
Registration shall start one hour before the meeting time or at 1.00 p.m.

Voting: 1. The voting shall be conducted openly. One share is equivalent to one vote. The resolutions of the shareholders’ meeting shall be passed by the following votes:

- Appointment of the Chairman of the Meeting: The Company determines that the shareholders shall exercise their rights to elect a shareholder who is nominated on an individual basis, then announces the voting result for the person with the highest votes as the Chairman of the Meeting. In the case of a tie vote, the shareholders’ meeting shall cast the votes to choose the Chairman of the Meeting from the persons with the equivalent votes. The person who thereafter receives the highest votes shall act as the Chairman of the Meeting.

- Election of directors or appointment of new directors: The Company determines that the shareholders shall exercise their rights to elect or appoint the directors who are nominated on an individual basis, and then announces the voting results for the person with the highest votes ranked in order descending from the highest number of votes received to the lowest to hold office as directors until all of the vacant director positions are filled. In the case of a tie vote resulting in the number of persons being exceeding the vacant director positions, the Chairman of the Meeting shall have an additional vote as a casting vote.

- Ordinary case: The majority of the votes cast by the shareholders attending the Meeting and casting their vote. A tied vote: The Chairman of the Meeting shall have a casting vote.

- In other cases where the law or the article of association specifies otherwise, the Voting shall be in compliance with such law or the articles of association, provided that the Chairman of the Meeting shall inform the meeting before voting on such agenda item.

2. In cases of voting by proxy, the proxy must cast a vote in accordance with the proxy form as specified by the shareholder appointing the proxy.
Summary Profile of the Independent Director
who may be granted a proxy

Name : Mr. Sutee Phongpaiboon
Position : Independent Director and Chairman of the Audit Committee,
           Chairman of the Nomination and Remuneration Committee.
Age : 54 years
Education : Bachelor of Laws (LL.B.), Ramkhamhaeng University
            Diploma of Vocational Education (Class 2), Lawyers Council Under
            the Royal Patronage
            The 1988 Extraordinary member of the Bar Association
Training : Thai Institute of Directors Association
           Director Accreditation Program (DAP) Class 54/2006
No. of Shares Held as at May 31, 2019 : -None-
Appointed as a director : April 9, 2018

Position held in other listed companies
2005 – Jul, 2016 : Independent Director and Chairman of the Audit Committee
                  The International Engineering Plc.

Position held in other non-listed companies
1999 – Present : Managing Director
               Sutee Phongpaiboon Law Office Co., Ltd.

Position held in a competing business / related business that may cause conflict of interest
: - None -
### Relationship Characteristics:

<table>
<thead>
<tr>
<th>Item</th>
<th>Relationship Characteristics</th>
</tr>
</thead>
<tbody>
<tr>
<td>Being related persons or close relatives to management or major shareholders of the company and its subsidiaries</td>
<td>- None -</td>
</tr>
<tr>
<td>Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years</td>
<td>- None -</td>
</tr>
<tr>
<td>1. Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary</td>
<td>- None -</td>
</tr>
<tr>
<td>2. Being a professional service provider(such as Auditor or Legal Consultant)</td>
<td>- None -</td>
</tr>
<tr>
<td>3. Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.)</td>
<td>- None -</td>
</tr>
</tbody>
</table>

### Information Holding the post of the Company’s Director and Meeting Attendance in 2018

<table>
<thead>
<tr>
<th>Holding the post of the Company’s Director As of December 31, 2018</th>
<th>The Meeting Attendance in 2018</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>The Audit Committee Meeting</td>
</tr>
<tr>
<td>8 months (Appointed as a director since April 9, 2018)</td>
<td>3/3</td>
</tr>
</tbody>
</table>
สิ่งที่ส่งมาด้วย 5
Attached Document No.5

หัวข้อเรื่อง ร่างบัตรประจำตัวและเอกสารประกอบการประชุม รายชื่อผู้ถือหุ้น
Subject The Extraordinary General Meeting of Shareholders No.1/2019

รายการอื่นๆ ที่ต้องการเกี่ยวกับการประชุม
Other matters relating to the meeting

การประชุมวันที่ 28 มิถุนายน 2562 เวลา 10:00 น.
Meeting Date: Friday, June 28, 2019 at 10:00 hrs.

สถานที่จัดการประชุม: ห้องประชุมชั้น 9 (ห้อง B) อาคารเฉลิมพระเกียรติ หวานวิช ถนนเซ็นทรัล บางนา-ตราด ถนนประชาธิปไตย แขวงบางนา เขตบางนา กรุงเทพมหานคร
Meeting Venue: The Conference Room, 9th Fl., Room B, Interlink Tower, Debaratana Rd., Bangna-Tra, Bangna, Bangkok

รายละเอียดเกี่ยวกับผู้ถือหุ้น
Information about shareholders

- ออนไลน์ / หลักทรัพย์
shares/units

- แบบกิจการประจำตัวประชาชนที่ถูกต้องของผู้ถือหุ้น
Valid identity document of shareholders

- ถ้าเป็นผู้ถือหุ้นแบบสมทบ ให้แนบจดหมายลายมือ
If we are a shareholder or proxy of a shareholder

- ลงชื่อ...
Sign...

หมายเหตุ: สำหรับผู้ถือหุ้นหรือผู้แทนผู้ถือหุ้นที่มีความประสงค์จะประชุม โปรดตรวจสอบรายชื่อด้านล่าง
Note: For shareholders or proxies who wish to attend the meeting, please check the list below

For registration convenience, shareholders or proxy holders who will attend the meeting, please bring along this set of documents for your registration. The Company reserves the rights not to register if the supporting document or evidence is incomplete, or incorrect, or unqualified.

For further information or queries regarding the meeting, please contact the Contact Center at 02-338-3291 ext. 0 or visit our website: www.nbc.co.th/ ศูนย์ติดต่อ: www.set.or.th/contactcenter / โทร. 02-338-3291 ext. 0 หรือ SET Contact Center เว็บไซต์: www.set.or.th/contactcenter / โทร. 02-338-3291 ext. 0
Website: http://www.nbc.co.th/Tel. +66 02-338-3291 Ext. 0

The details of Meeting document is available online by scanning QR Code on this form or at URL
https://www.set.or.th/set/tsd/meetingdocument.do?symbol=NBC&date=190719 หรือ คัดลอกชื่อเรื่องประกอบการประชุมที่ระบุอยู่อุปกรณ์หลักทรัพย์
網站: http://www.nbc.co.th/ หรือ โทร. 02-338-3291 Ext. 0
หรือ SET Contact Center เว็บไซต์: www.set.or.th/contactcenter / โทร. 02-338-3291 Ext. 0
หนังสือมอบฉันทะ (แบบ ก)  
Proxy Form A

เขียนที่ : .................................................................

Written at

วันที่ ...... เดือน .......... พ.ศ. ............

Date       Month             Year

(1) ข้าพเจ้า ................................................................. สัญชาติ ................................

I / We     Nationality

อยู่บ้านเลขที่ ........................................... ถนน .................................... ต. / แขวง ................................

Residing at Road      Tambol / Khwaeng

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น บรอดแคสติ้ง คอร์ปอเรชั่น จำกัด (มหาชน)

Being a shareholder of Nation Broadcasting Corporation Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม ......................................................... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ......................................................... เสียง ดังนี้

Holding the total amount of shares and having the right to vote equal to votes as follows:

หุ้นสามัญ ................................................................. หุ้น และออกเสียงลงคะแนนได้เท่ากับ ......................................................... เสียง

Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ ................................................................. หุ้น และออกเสียงลงคะแนนได้เท่ากับ ......................................................... เสียง

Preferred share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1) ............................................................................................................ อายุ ........... ปี

age years

อยู่บ้านเลขที่ ........................................... ถนน .................................... ต. / แขวง ................................

Residing at Road      Tambol / Khwaeng

(2) ............................................................................................................ อายุ ........... ปี

age years

อยู่บ้านเลขที่ ........................................... ถนน .................................... ต. / แขวง ................................

Residing at Road      Tambol / Khwaeng

จังหวัด ................................................................. รหัสไปรษณีย์ ................................

Amphur / Khet Province          Postal Code

จังหวัด ................................................................. รหัสไปรษณีย์ ................................

Amphur / Khet Province          Postal Code

.................................................................................................................................
คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562 ของบริษัท เนชั่น บรอดแคสติ้ง คอร์ปอเรชั่น จ.ก.ม. (มหาชน) ในวันพุธที่ 28 มิถุนายน 2562 เวลา 10.00 น. ณ ห้องประชุม ชั้น 9 ห้อง B อาคารอินเตอร์ลิงค์ ถนนเทพรัตน ก.ม.4.5 แขวงบางนา เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น ด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the Extraordinary General Shareholders Meeting No. 1/2019 of Nation Broadcasting Corporation Public Company Limited on Friday, June 28, 2019 at 10 a.m., at the Conference Room, 9th Floor, Room B, Interlink Tower, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260 or such other date, time and place as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระท าไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระท าเองทุกประการ

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves.

ลงชื่อ / Signed ........................................................................................................ ผู้มอบฉันทะ / Grantor
......................................................................................................................

ลงชื่อ / Signed ........................................................................................................ ผู้รับมอบฉันทะ / Grantor
......................................................................................................................

ลงชื่อ / Signed ........................................................................................................ ผู้รับมอบฉันทะ / Grantor
......................................................................................................................

หมายเหตุ / Remarks
ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

เขียนที่ __________________________
Written at

วันที่ _______ เดือน _______ พ.ศ. _______
Date Month Year

(1) ชื่อเจ้า _______________ สัญชาติ __________________________
I/We nationality

อยู่บ้านเลขที่ __________________________
Address

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น บรอดแคสติ้ง คอร์ปอเรชั่น จำกัด (มหาชน)
being a shareholder of Nation Broadcasting Corporation Public Company Limited.
โดยถือหุ้นจำนวนทั้งสิ้น เท่ากับ เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to votes as follows:

☐ หุ้นสามัญ _______________ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _______________ เสียง
ordinary share shares and have the right to vote equal to votes

☐ หุ้นบุริมสิทธิ _______________ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _______________ เสียง
preference share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โดยมีประวัติตามเอกสารแนบ)
Hereby appoint (The shareholder may appoint the independent director of the company to be the proxy holder. The profile of the Independent director is attached for information)

☐ 1. ชื่อ _______________ นามสกุล _______________ อายุ ปี อยู่บ้านเลขที่ _______________
Name Mr./Ms. _______________ Age _______ years, residing at _______________

ถนน _______________ ตําบล/แขวง _______________ อำเภอ/เขต _______________ จังหวัด _______________
Road _______________ Tambol/Khwaeng _______________ Amphur/Khet _______________ Wattana
จังหวัด _______________ รหัสไปยัง _______________ เขต _______________ หรือ
Province _______________ Postal Code _______________ or

☐ 2. ชื่อ _______________ อายุ ปี อยู่บ้านเลขที่ _______________
Name Age _______ years, residing at
ถนน _______________ ตําบล/แขวง _______________ อำเภอ/เขต _______________
Road _______________ Tambol/Khwaeng _______________ Amphur/Khet Wattana
จังหวัด _______________ รหัสไปยัง _______________ เขต _______________ หรือ
Province _______________ Postal Code _______________ or
คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562 ณวันศุกร์ที่ 28 มิถุนายน 2562 เวลา 10.00 น. ณ ห้องประชุม ชั้น 9 ตึก B อาคารอินเตอร์ลิงค์ ถนนเทพรัตน กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในเวลานั้น เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2019 of Nation Broadcasting Corporation Public Company Limited on Friday 28,June 2019 at 10 a.m., at the Conference Room, 9th Floor, Room B,Interlink Tower, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260 or such other date, time and place as the Meeting may be adjourned.

(4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้.
I/we authorize the proxy holder to attend the meeting and vote as this meeting as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

วาระที่ 1
พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจานี้ ครั้งที่ 25 ประจำปี 2562
Agenda 1
To consider and certify Minutes of the 2019 Annual General Meeting of Shareholders , Which was held on April 25, 2019.

<table>
<thead>
<tr>
<th>เห็นด้วย</th>
<th>เสียง</th>
<th>ไม่เห็นด้วย</th>
<th>เสียง</th>
<th>งดออกเสียง</th>
<th>เสียง</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approve votes</td>
<td>Disapprove votes</td>
<td>Abstain votes</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

วาระที่ 2
พิจารณารายงานผลการดำเนินงานของบริษัทฯและรายงานคณะกรรมการของบริษัทฯ สำหรับปี 2561
Agenda 2
To acknowledge the Company’s operating results and the Board of Directors’ report for the year 2018.

วาระที่ 3
พิจารณาอนุมัติและรับรองงบการเงินประจานี้ ปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2561
Agenda 3
To consider and approve the Company’s financial statements for the year ended December 31, 2018.

<table>
<thead>
<tr>
<th>เห็นด้วย</th>
<th>เสียง</th>
<th>ไม่เห็นด้วย</th>
<th>เสียง</th>
<th>งดออกเสียง</th>
<th>เสียง</th>
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</thead>
<tbody>
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<td>Approve votes</td>
<td>Disapprove votes</td>
<td>Abstain votes</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

วาระที่ 4
พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda 4
To consider any other matters (if any)

<table>
<thead>
<tr>
<th>เห็นด้วย</th>
<th>เสียง</th>
<th>ไม่เห็นด้วย</th>
<th>เสียง</th>
<th>งดออกเสียง</th>
<th>เสียง</th>
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<td>Disapprove votes</td>
<td>Abstain votes</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and shall not constitute my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในการใดวาระใดข้าพเจ้า หรือไม่ระบุวาระยังมีการพิจารณาลงมติในเรื่องใดบ้างเนื่องจากข้าพเจ้าไม่ได้ระบุไว้ เวลาที่จะประชุมมีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงของการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าให้กับการประชุมตามที่เห็นสมควร
In case I/we have not specified my/our voting intention in any agenda or have specified unclear instruction or in case the meeting considers or passes resolutions in any matters other than these specified above, including in case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดผู้รับมอบฉันทะจะกระทำไว้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำต่อไปถึงประกอบ

Any business carried on by the proxy holder in the said meeting, except where the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/others in all respects.

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ลงชื่อ........................................................ ผู้มอบฉันทะ
(........................................................)
Signed Appointer

ลงชื่อ........................................................ ผู้รับมอบฉันทะ
(........................................................)
Signed Proxy

หมายเหตุ
1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะรายหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ผู้ถือหุ้นที่มอบฉันทะจะทำกับจำนวนหุ้นเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) หรือจะมอบฉันทะเพียงบางส่วนหรือลดกว่าจำนวนที่ระบุไว้ในข้อ (2) ก็ได้
3. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

Remarks:
1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. The shareholder may grant all of the shares specified in clause (2) or grant only a portion of the shares less than those specified in Clause (2) to the proxy.
3. For agenda appointing directors, the whole Board of Directors or certain directors can be appointed.
ใบประจําต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนชั่น บรอดแคสติ้ง คอร์ปอเรชั่น จํากัด (มหาชน)

A proxy is granted by a shareholder of Nation Broadcasting Corporation Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2562 ในวันศุกร์ที่ 28 มิถุนายน 2562 เวลา 10.00 น. ณ ห้องประชุม ชั้น 9 ห้อง B อาคารอินเตอร์ลิงค์ ถนนเทพรัตน เขตบางนา กรุงเทพฯ 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นว่า

At the Extraordinary General Meeting of Shareholders No.1/2019 on Friday, June 28, 2019, at 10.00 a.m., at the Conference Room, 9 Floor, Room B, Interlink Tower, Debaratana Road, Bangna-Tai Sub-District, Bangna District, Bangkok, 10260, or such other date, time and place as the meeting may be held.

Agenda item no. ......... Re : ..............................................................

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ให้ผู้รับมอบฉันทะส่งเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

- เห็นด้วย
  Approve

- ไม่เห็นด้วย
  Disapprove

- งดออกเสียง
  Abstain

Agenda item no. ......... Re : ..............................................................

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ให้ผู้รับมอบฉันทะส่งเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

- เห็นด้วย
  Approve

- ไม่เห็นด้วย
  Disapprove

- งดออกเสียง
  Abstain

Agenda item no. ......... Re : ..............................................................

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ให้ผู้รับมอบฉันทะส่งเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

- เห็นด้วย
  Approve

- ไม่เห็นด้วย
  Disapprove

- งดออกเสียง
  Abstain
Proxy (Form C.)

(For the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)

เลขทะเบียนผู้ถือหุ้น ..........................
Shareholder registration number

ชื่อผู้ถือหุ้น ..........................
Name

การเขียนที่ ..................................
Written at

วันที่__ เดือน__ พ.ศ.__
Date Month Year

(1) ข้าพเจ้า ........................................... สัญชาติ ........................................... อยู่บ้านเลขที่ ...........................................
I/We nationality Address
ถนน ........................................... ตําบล/แขวง ........................................... อําเภอ/เขต ........................................... จังหวัด ........................................... รหัสไปรษณีย์ ...........................................
Road Tambol/Kwaeng Amphur/Khet Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ .............................................
As the custodian of
เป็นผู้ถือหุ้นของ บริษัท เนชั่น บรอดแคสติ้ง คอร์ปอเรชั่น จำกัด (มหาชน)
Being a shareholder of Nation Broadcasting Corporation Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม...........................................หุ้น และออกเสียงลงคะแนนได้เท่ากับ...........................................เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to votes as follows:

☐ หุ้นสามัญ...........................................หุ้น ออกเสียงลงคะแนนได้เท่ากับ...........................................เสียง
ordinary share shares and have the right to vote equal to votes

☐ หุ้นบุริมสิทธิ...........................................หุ้น ออกเสียงลงคะแนนได้เท่ากับ...........................................เสียง
preference share shares and have the right to vote equal to votes

(2) ข้าพเจ้า.............................................(ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โดยมีประวัติตามเอกสารแนบ)
Hereby appoint (The shareholder may appoint the independent director of the company to be the proxy holder. The profile of the independent director is attached for information)

☐ 1. ชื่อ........................................... อายุ __ ปี อยู่บ้านเลขที่ ...........................................
Name Age years, residing at
ถนน ........................................... ตําบล/แขวง ........................................... อําเภอ/เขต ........................................... จังหวัด ........................................... รหัสไปรษณีย์ ...........................................
Road Tambol/Kwaeng Amphur/Khet Province Postal Code or

ชื่อ........................................... อายุ __ ปี อยู่บ้านเลขที่ ...........................................
Name Age years, residing at
ถนน ........................................... ตําบล/แขวง ........................................... อําเภอ/เขต ........................................... จังหวัด ........................................... รหัสไปรษณีย์ ...........................................
Road Tambol/Kwaeng Amphur/Khet Province Postal Code
2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท คือ นายสุธี ผ่องไพบูลย์

Appoint any one of the following members of the Independent Directors of the Company is Mr. Sutee Phongpaiboon (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 4. ของหนังสือเชิญประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562)

(Details of members of the Independent Directors of the Company are specified in Enclosure 4. of the Extraordinary General Meeting of Shareholders No.1/2019)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562 ในวันศุกร์ที่ 28 มิถุนายน 2562 เวลา 10.00 น. ณ ห้องประชุม ชั้น 9 ห้อง B อาคารอินเตอร์ลิงค์ ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy (“proxy”) to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2019 of Nation Broadcasting Corporation Public Company Limited on Friday, 28 June 2019 at 10 a.m., at the Conference Room, 9th Floor, Room B ,Interlink Tower, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260 or such other date, time and place as the Meeting may be adjourned.

(3) ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/we authorize the proxy holder to attend the meeting and vote as this meeting as follows:

- มอบฉันทะตามจํานวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant all of my/our proxy in accordance with the amount of shares with voting right I/we hold

- มอบฉันทะบางส่วน คือ

Grant certain of my/our proxy as follows:

- หุ้นสามัญ หุ้น และมีสิทธิออกเสียงลงคะแนนได้เท่ากับ  เสียง

ordinary share shares and have the right to vote equal to votes

- หุ้นบุริมสิทธิ์  หุ้น และมีสิทธิออกเสียงลงคะแนนได้เท่ากับ เสียง

preference share shares and have the right to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด เสียง

Total voting right votes

(4) ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/we authorize the proxy holder to attend the meeting and vote as this meeting as follows:

วาระที่ 1 พิจารณาร่างรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ซึ่งประชุมเมื่อวันที่ 25 เมษายน 2562

Agenda 1 To consider and certify Minutes of the 2019 Annual General Meeting of Shareholders, Which was held on April 25, 2019.

- ให้ผู้รับมอบฉันทะพิจารณาและลงมติแทนข้าพเจ้าให้ทุกมติการที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

Approve votes Disapprove votes Abstain votes
วาระที่ 2  พิจารณาวาระรายงานผลการดำเนินงานของบริษัทฯและรายงานผลการประชุมของบริษัทฯ สำหรับปี 2561
Agenda 2  To acknowledge the Company’s operating results and the Board of Directors’ report for the year 2018.
(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3  พิจารณามติและรับรองงบการเงินประจําปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2561
Agenda 3  To consider and approve the Company’s financial statements for the year ended December 31, 2018
  ที่ลงมติให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
  ที่ลงมติให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
  เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 4  พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda 4  To consider any other matters (if any)
  ที่ลงมติให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
  ที่ลงมติให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
  เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี่ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง
Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and shall not constitute
my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดหรือระบุไว้ไม่ชัดแจง หรือในกรณีที่ระบุผู้รับมอบฉันทะมีสิทธิพิจารณา
เลือกมติในเรื่องใดเรื่องหนึ่งหรือเรื่องที่ระบุไว้ชัดเจน รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อตกลงในการประชุม ให้ผู้รับมอบ
ฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/we have not specified my/our voting intention in any agenda or have specified unclear instruction or in case the
meeting considers or passes resolutions in any matters other than those specified above, including in case there is any
amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as he/she may
decom appropriate in all respects.

การกระทําที่ผู้รับมอบฉันทะได้กระทําในนั้นให้ถือเสมือนว่าข้าพเจ้าได้กระทําเองทุกประการ
Any business carried on by the proxy holder in the said meeting, except where the proxy holder does not vote as I/we specify in
the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.
หมายเหตุ
1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) หรือจะมอบฉันทะเพียงบางส่วนเท่ากับจำนวนที่ระบุไว้ในข้อ (2) ก็ได้
3. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

Remarks:
1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. The shareholder may grant all of the shares specified in clause (2) or grant only a portion of the shares less than those specified in Clause (2) to the proxy.
3. For agenda appointing directors, the whole Board of Directors or certain directors can be appointed.
A proxy is granted by a shareholder of Nation Broadcasting Corporation Public Company Limited.

In the Extraordinary General Meeting of Shareholders No.1/2019 on Friday, June 28, 2019, at 10.00 a.m., at the Conference Room, 9 Floor, Room B, Interlink Tower, Debaratana Road, Bangna-Tai Sub-District, Bangna District, Bangkok, 10260, or such other date, time and place as the meeting may be held.

☐ Agenda item no. .......... Re:………………………………………………………………………………………………………...
  ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
  The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ Agenda item no. .......... Re:………………………………………………………………………………………………………...
  ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
  The proxy shall have the right to approve in accordance with my/our intention as follows:
  เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง ☐
  Approve Disapprove Abstain

☐ Agenda item no. .......... Re:………………………………………………………………………………………………………...
  ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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  Approve Disapprove Abstain

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  Approve Disapprove Abstain
The meeting will be held at the Conference Room, 9th Floor, Room B, Interlink Tower, Debaratna Road, Bangna-Tal Sub-District, Bangna District, Bangkok.
Nation Broadcasting Corporation Plc.

1858/57-62, 12A\textsuperscript{th} Floor, Debaratna Rd, Bangna-Tai Sub-District, Bangkok

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