Invitation to the Annual General Meeting of Shareholders 2012

Nation Broadcasting Corporation Public Company Limited
April 25, 2012 at 14:00 hours
At the Conference Room B, 9th Floor, Nation Tower,
Bangna-Trad Road (Km.4,5)
March 23, 2012

Subject : Invitation to the Annual General Meeting of Shareholders 2012
To : Shareholders of Nation Broadcasting Corporation Public Company Limited

Attached documents

1. Copy of the minutes of the Annual General Meeting of the Shareholders 2011
2. Annual report 2011
3. Role and Responsibilities of Audit Committee
4. Terms and conditions to select the directors
5. Definition and qualifications of Independent Directors
6. Document for Agenda Item 5: the profiles of the proposed nominated persons to replace directors retiring by rotation
7. Document for Agenda Item 6: the profiles of the proposed new director
8. Document for Agenda Item 8: details of the auditors for the fiscal year 2012
9. Company’s Articles of Association, Chapter 4: Shareholders’ Meeting
10. Terms, conditions and procedures of the meeting of shareholders
11. Summary profile of the Independent Directors who may be granted a proxy
12. Registration Form for the Annual General Shareholders Meeting 2012
13. Proxy Form
14. Map of the venue of the meeting of the shareholders

The Company’s Board of Directors resolved to call the annual general meeting of shareholders 2012 on April 25, 2012 at 14:00 hours at the Conference Room B, 9th Floor, Nation Tower, 1858 Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok 10260, to consider the following agenda items.

**Agenda Item 1** To acknowledge the minutes of the Annual General Meeting of shareholders 2011 held on April 5, 2011.

**Facts and Reasons** The Annual General Meeting of Shareholders 2011 held on April 5, 2011, The minutes of this meeting was submitted to the Stock Exchange of Thailand within 14 days from the meeting date as stipulated. The company also disseminated it via company’s website at www.nbc.co.th in order to inform all shareholders for they could check for accuracy within a given period of time. It did not appear there was any shareholder opposing or requesting for amendment whatsoever. The copy of the minutes of the meeting was attached.

**Opinion of the Board of Directors** The Board of Directors considered and was of the opinion that the information thereof was correct and complete. Thus, it would be appropriate to certify the above-mentioned minutes of the meeting.

**Agenda Item 2** To consider and approve the Company’s operating results and the Board of Directors’ report for the year 2011.
Facts and Reasons. The Company’s operating results and the company’s Board of Directors’ report for the year 2011 appeared in the 2011 annual report and they were mailed to the shareholders together with this invitation letter.

Opinion of the Board of Directors. The Company's Board of Directors considered and viewed that the shareholders should certify the Company's operating results and the company’s Board of Directors’ report for the year 2011.

Agenda Item 3 To consider and approve the Company’s audited Balance Sheet Profit and Loss statements for the year ended December 31, 2011

Facts and Reasons. Financial statements of Nation Broadcasting Corporation Public Company Limited as of December 31, 2011 have been audited by the auditors and examined by the Audit Committee, as appeared in the 2011 annual report. These documents were mailed to the shareholders together with this invitation letter.

Opinion of the Board of Directors. The Board of Directors considered and viewed that the meeting of the shareholders should approve and certify the annual balance sheet, profit and loss statement ending December 31, 2011 which were audited by the authorized auditors and examined by the Audit Committee.

Agenda Item 4 To approve dividend payment for business operations results for the year ended December 31, 2011

Facts and Reasons. No. 45 in the Company’s Articles of Association stipulated that “Annual dividend can be paid with approval from the shareholders’ meeting. The board may pay the dividend during the year to shareholders when it considers that the company has adequate profit to do so. When the dividend is paid, the board has to inform the shareholders to acknowledge in the next meeting. The company’s dividend policy is to pay dividend not less than 40% of the net profit after corporate tax, reserve by law and other necessary and appropriate reserves. This, however, depends on the financial status, operation result, investment plan and other reserves for the future.

From the previous year 2011, company had been profit around THB 87.08 million or THB 0.51 per share. Board of directors approved to pay the interim dividend to shareholders at a rate of THB 0.30 per share or THB 51.72 million accounted for 59.39 percentage of Net Income.

Opinion of the Board of Directors. The Board of Directors considered to inform the Shareholders that the Board’s meeting No.5/2011 held on November 9, 2011 approved the payment of interim dividends to shareholders at 0.34 per share; totaling 57.80 million baht. Therefore, it should be proposed to the shareholders listed on the share registration book on November 25, 2011, amounting 172.38 million shares at 0.30 baht per share, totaling 51.72 million baht. The Company paid dividend to the shareholders and agreed to propose to the shareholders to consider paying the dividend for the 2011 operating year from January 1, 2011 to December 31, 2011 at 0.30 baht per share from the common share 172.38 million shares, totaling 51.72 million baht with no additional dividend payment for additional 2011 operating year. The dividend schedule compared to previous years is as below:
Dividend Schedule

<table>
<thead>
<tr>
<th></th>
<th>2011</th>
<th>2010</th>
<th>2009</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Net Income (THB Millions)</td>
<td>87.08</td>
<td>100.70</td>
<td>69.03</td>
</tr>
<tr>
<td>2. No. of Share (Millions shares)</td>
<td>172.38</td>
<td>172.26</td>
<td>170.00</td>
</tr>
<tr>
<td>3. EPS (THB)</td>
<td>0.51</td>
<td>0.58</td>
<td>0.41</td>
</tr>
<tr>
<td>4 Div/Share (THB:Share)</td>
<td>0.30</td>
<td>0.44</td>
<td>0.33</td>
</tr>
<tr>
<td>4.1 First 3 trimesters maturity dividend (THB:Share)</td>
<td>0.30</td>
<td>0.34</td>
<td>0.15</td>
</tr>
<tr>
<td>4.2 Trimester 4 (THB:Share)</td>
<td>-</td>
<td>0.10</td>
<td>0.18</td>
</tr>
<tr>
<td>5. Dividend Payment (THB Millions)</td>
<td>51.72</td>
<td>75.03</td>
<td>56.10</td>
</tr>
<tr>
<td>6. Ratio of Dividend Payment (Percentage)</td>
<td>59.39</td>
<td>74.51</td>
<td>81.27</td>
</tr>
</tbody>
</table>

Remark:
(1) Percentage of interim dividend payment approved by the Board of Directors and shall be approved at the annual ordinary shareholder’s meeting 2012 on April 25, 2012.
(2) Percentage of dividend payment is higher than that which is stated in the dividend policy.

**Agenda Item 5** To consider the election of directors in place of those retiring by rotation

**Facts and Reasons** No. 15 in the Company's Articles of Association stipulates that in every general shareholder’s meeting, the term limits of one-third of the Directors expire. At present, there were 9 directors. In 2012, three directors whose term limits expired were as following:

1) Mr. Supong Limtanakool Independent Director and Chairman of The Audit Committee
2) Mr. Kittichai Lattisophonkul Independent Director and the Member of Audit Committee
3) Miss Aeumsree Boonhachairat Director

In addition, as the Company has made an announcement on the website to invite all minority shareholders to nominate qualified persons for election to the Company's Board of Directors, since November 24, 2011 to January 31, 2012, it turned out that no any shareholder was nominated.

**Opinion of the Board of Directors** The Board of Directors considered the qualifications of the directors including their experience, expertise including the performance of the three directors whose term limit expired. Since all three directors have proved to be highly dedicated to their duties and responsibilities which led to the great benefits of the Company, it was appropriate to propose to the Annual General Meeting of the Shareholders to reappoint them for another term. They are as follows:

The Board of Directors considered that it was appropriate for the shareholders to approve the election of three persons to be Directors for another term as following:

1) Mr. Supong Limtanakool Appointed Independent Director and Chairman of The Audit Committee
2) Mr. Kittichai Lattisophonkul Appointed Independent Director and the Member of Audit Committee
3) Miss Aeumsree Boonhachairat Appointed Director

(Attached document 6 to Agenda Item 5: the profiles of the nominated person to replace the director whose term limit expires)

**Agenda Item 6 To consider the appointment of new director**

**Facts and Reasons** The committee of board considers that there are only 9 persons on the board of directors, thus it is required to acquire more competent member. Mrs. Suphanee Dechaburananon will be appointed to be one of member of the board. As the result, the board of member would be accounted 10 persons. (Attached document 7: the profile of the proposed to new director)

**Opinion of the Board of Directors** By the meeting appointment, boards of directors are agreed to appoint Mrs. Suphanee Dechaburananon, who has been the most appropriated, to be one of the board member. Mrs. Suphanee is competent and acquires advertising experience which will be contributed to the company during change in media industry affected by NBTC’s broadcasting service master plan.

**Agenda Item 7 To consider the remuneration of directors for the year 2012**

**Criteria for Director’s Remunerations Proposal:** The Company’s Board of Directors commented that for a media corporation, it was a very important matter to nominate its directors and to consider their remunerations. The Company had the policy to allow the Company’s Board of Directors themselves to screen and nominate directors and consider their remunerations under a strict rule. This rule required the Board of Directors to consider that the remunerations should be competitive to the ones of a similar type of industry, and of the same size of business, and also considered from the business profit growth of the Company.

**Opinion of the Board of Directors** The remuneration for company directors for 2011, which was approved from the Annual General Meeting of Shareholders in 2011, paid for the Chairman of the Board of Directors was equal to that of the Chairman of Audit Committee. The executive directors shall not receive the remuneration at the same rate as that of non-executive directors. The payment was paid quarterly.

The Board of Directors considered and deemed it appropriate to propose in the Annual General Meeting of Shareholders the remuneration for company directors based on a quarterly basis without any other forms of remuneration. Details were as follows:

<table>
<thead>
<tr>
<th>Name/Position</th>
<th>Annual Remuneration 2012 Year of Proposal</th>
<th>Annual Remuneration 2011</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Remuneration</td>
<td>Meeting Allowance</td>
</tr>
<tr>
<td>Chairman :</td>
<td>400,000.-</td>
<td>-</td>
</tr>
<tr>
<td>- Mr. Suthichai Yoon</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Chairman of Audit Committee :</td>
<td>400,000.-</td>
<td>-</td>
</tr>
<tr>
<td>- Dr.Supong Limtanakool</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Audit Committee :</td>
<td>300,000.-</td>
<td>-</td>
</tr>
<tr>
<td>- Mr. Metha Soomthornjit</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name/Position</td>
<td>Remuneration 2012</td>
<td>Remuneration 2011</td>
</tr>
<tr>
<td>---------------</td>
<td>-------------------</td>
<td>-------------------</td>
</tr>
<tr>
<td></td>
<td>Year of Proposal</td>
<td>Other Total</td>
</tr>
<tr>
<td>Mr. Sivaporn Chomsuwan*</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Mr. Kittichai Lattisophonkul</td>
<td>300,000.</td>
<td>-</td>
</tr>
<tr>
<td><strong>Independent Director</strong>:</td>
<td>200,000.</td>
<td>-</td>
</tr>
<tr>
<td><strong>Non Executive Director</strong>:</td>
<td>200,000.</td>
<td>-</td>
</tr>
<tr>
<td>Mr. Thanachai Santichaikul</td>
<td>200,000.</td>
<td>-</td>
</tr>
<tr>
<td>Mr. Sermsin Samalapa</td>
<td>200,000.</td>
<td>-</td>
</tr>
<tr>
<td>Miss Duangkamol Chotana</td>
<td>200,000.</td>
<td>-</td>
</tr>
<tr>
<td><strong>Executive Director</strong>:</td>
<td>200,000.</td>
<td>-</td>
</tr>
<tr>
<td>Mr. Adisak Limprongpatakanij</td>
<td>200,000.</td>
<td>-</td>
</tr>
<tr>
<td>Miss Aeumsree Boonhachairat</td>
<td>200,000.</td>
<td>-</td>
</tr>
<tr>
<td>Mrs. Lakana Ratwongsakul</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total</strong>:</td>
<td>2,600,000.</td>
<td>-</td>
</tr>
<tr>
<td><strong>Annual Remuneration 2011</strong>:</td>
<td>2,275,000.</td>
<td>-</td>
</tr>
</tbody>
</table>

Remark:  
* Mr. Sivaporn Chomsuwan and Mrs. Lakana Ratwongsakul resigned from the board member, effective on November 1, 2011.  
** Mrs. Suphanee Dechaburananon is appointed to be one of the board member proposed to the annual ordinary shareholder’s meeting 2012.

**Agenda Item 8** To consider and approve the appointment of Company’s auditors and the determination of audit fee for the year 2012

**Facts and Reasons** Under the recommendation of the Audit Committee, the Board of Directors proposed to the meeting of the general shareholders to appoint KPMG Poomchai Audit Ltd. as the auditors of the Company as follows:

1. Mr. Vichien Thamtrakul, Registration No.3183 would sign the financial statements of company for the year 2012 for the fifth year or
2. Mr.Winid Silamongkol, Registration No.3378 would be auditor for the year 2012 or
3. Mr.Charoen Phosamritlert, Registration No.4068 would be auditor for the year 2012

The Three auditors have no relations or interests with the Company, its subsidiaries, its management, major shareholders or the related parties thereof. They were independent and able to express an unbiased opinion on the financial statements of the Company.

The Board of Directors under recommendations of the Audit Committee proposed to the meeting of the general shareholders to consider the auditors’ compensation for the fiscal year 2012, The remuneration for the auditor totalled 800,000 baht.

(No other service fee is charged).

(Attached document 8 to Agenda Item 8: details of the auditors for the fiscal year 2012)

**Opinion from the Board of Directors** The Company's Board of Directors and the Audit Committee considered selecting the auditors as well as setting the appropriate compensation and appointment proposed to have the shareholders’ approval of the auditors for the fiscal year 2011 and the compensation thereof.

**Agenda Item 9** To consider other matters (if there are any)

All shareholders are invited to attend the meeting according to the above-mentioned date,
time and venue. Any shareholder wishing to authorise a third party to attend and vote on his/her behalf shall fill in the form and sign the attached document and submit to the Company's Chairman or Secretary before the meeting.

Sincerely yours,

Adisak Limprungpatanakij
President
Minutes of Annual General Meeting of Shareholders 1/2011
of
Nation Broadcasting Corporation Public Company Limited

Date and Place:
The meeting was held on April 5, 2011, at 2.00 p.m. in the Conference Room, 5th Floor, Nation Building 1, 1854, Bangna-Trad Road, Bangna, Bangna, Bangkok.

Preliminary Proceedings:
Mr. Thanachai Santichaikul, Vice Chairman of the Board of Directors and Chairman of the Meeting, introduced Miss Jurairat Maipranet as the Company’s Secretary and Investor Relations and introduced the Company’s Directors as follows:

1. Mr. Suthichai Yoon  Chairman and Chairman of the Executive Board
2. Mr. Adisak Limprungpatanakij  President

Independent Directors
3. Mr. Supong Limtanakool  Independent Director and the Chairman of Audit Committee
4. Mr. Sivaporn Chomsuwan  Independent Director and the Member of Audit Committee
5. Mr. Metha Soonthornjit  Independent Director and the Member of Audit Committee

Non-Executive Directors
6. Miss Aeumsree Boonhachairat  Director
7. Mrs. Lakana Ratwongsakul  Director

Directors who were absent from the meeting - none -
The total of 8 directors attended the Meeting with no directors absent.

The Chairman introduced executives attending the Meeting:
Mr. Pranot Vilapasuwan  Executive Editor - Television News
Mr. Kanok Ratwongsakul  Senior Vice President - News Anchor
Mrs. Nongnat Hanwilai  Senior Vice President - Organization Strategy and CSR
Miss Chamaiporn Kongpech  Senior Vice President - Radio and Event
Miss Wararak Leelertphan  Senior Vice President - Advertising
Miss Chutintra Wattanakul  Senior Vice President - New Media
Mr. Thanong Khatthong  Editor
Miss Suwannee Wacharapasakorn  Finance Manager
Mr. Supawat Sa-nguan-ngam  Senior Accounting Manager

The Company’s Secretary introduced auditors from KPMG Poomchai Audit Limited attending the Meeting: Mr. Vichien Thamtrakul, Executive Director and auditor signing the Company’s financial statements.
The Company’s Secretary introduced Mr. Phao Makcharoenvud, a legal consultant from Pow & Associates Law Office Ltd., who acted as a representative of the company to observe vote counts on differing agenda.

The Company’s Secretary informed the Meeting that in order to conform to Corporate Governance relating to the protection of shareholders’ rights and to provide fair and equal treatment to all shareholders, the Meeting arranged all presentations via monitor screens, with the following details:

1. **The Company provided opportunities for shareholders to propose agenda for the Annual General Meeting of Shareholders 1/2011** and to nominate Directors through the Board of Directors three months in advance of the Meeting. 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 December 24, 2010 - February 4, 2011.

   **No nominations of Directors were made and no additional agenda were proposed by shareholders.**

2. **The Company provided shareholders with opportunities to send in questions in advance of the Annual General Meeting of Shareholders** via www.nbc.co.th or fax number 0-2338-3938 from March 9 – March 23, 2011 in order to allow time for members of the Board and executives to gather information and prepare themselves for the Meeting.

   **No questions were sent in advance of the Meeting.**

3. **The Company provided opportunities for shareholders to appoint an independent director as their proxy in the Meeting.** This year, independent director who was given authorization as proxy for shareholders unable to attend the Meeting was Mr. Suphong Limthanakul, whose brief profile was attached to the meeting invitation letter.

**Voting Regulations:**

The voting regulations for this Shareholders' Meeting were in accordance with the Company’s regulations stated in numbers 36 to 38 Chapter 4 on “Shareholders' Meeting”, which were attached to the meeting invitation letter sent to each shareholder in advance of the Meeting.

Number 36 “The Chairman of the Meeting or their delegate is responsible for ensuring the meeting is held in compliance with the law and the Company’s regulations on meetings and to run the meeting in the order of agenda as stated in a meeting invitation letter unless two-thirds of shareholders attending the Meeting vote for a reorder of the agenda.”

Number 37 “The Shareholders are entitled to exercise their rights to vote their shares: one share, one vote. In the event that Shareholders have an interest in the agenda item, they relinquish their right to vote for this item, except for the voting for Directors.”

Number 38 “Unless regulations or law state otherwise, considerations or resolutions made by the Meeting would be based on majority votes from shareholders attending the Meeting. If
approved and disapproved votes are equal, one vote from the Chairman is required to resolve a decision.”

For each item in the agenda of this Meeting, if neither disapproval nor abstention from any shareholders was made, the resolution would be approved unanimously. However, if either disapproval or abstention was made on any item, the Shareholders including proxies should be required to raise their hands. They were required to cast their votes by filling out the ballots, which were provided before commencement of the Meeting. The Chairman would announce each agendum and the Shareholders would be required to cast their votes and sign their name on the matching ballots. Authorized staffs then collected the ballots for the vote count. Shareholders would be entitled to exercise their rights to vote their shares: one share, one vote.

The regulations mentioned above 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, their vote would be counted as a vote for that agenda.

After the votes for an agenda was counted and announced, that agenda was considered final.

The Company’s Secretary informed the Meeting that the total number of shares which had been sold was 172,259,000.

- 32 Shareholders attended the Meeting in person held 12,475,217 shares, accounting for 7.24% of the total shares.
- 56 Shareholders authorized their proxies to attend the Meeting held 109,979,771 shares, accounting for 63.85% of the total shares.
- 88 Shareholders attended the Meeting held 122,454,988 shares or 71.09% of the total shares.

**Agenda 1 To consider adopting the minutes of the General Meeting of Shareholders held on April 26, 2010**

The Company’s Secretary proposed the Meeting to consider adopting the minutes of the General Meeting of Shareholders held on April 26, 2010, the copy of which had been delivered to the Shareholders together with the meeting invitation letter.

No shareholder opposed or requested that the minutes be amended otherwise. The Company’s Secretary proposed the Meeting to consider the matter and resolved to adopt the minutes of the General Meeting of Shareholders 2010.

Having considered the agenda item 1, the Meeting adopted the minutes of the General Meeting of Shareholders 2010 with the following vote results.

<table>
<thead>
<tr>
<th>Category</th>
<th>Votes</th>
<th>Percentage of Shareholders Attending Meeting with Voting Rights</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approved</td>
<td>122,454,988</td>
<td>100%</td>
</tr>
<tr>
<td>Disapproved</td>
<td>0</td>
<td>0%</td>
</tr>
<tr>
<td>Abstained</td>
<td>0</td>
<td>0%</td>
</tr>
</tbody>
</table>
Agenda 2  To consider approval and acknowledgement of the Company’s operating results and the Report of the Board of Directors in the year 2010

The Company’s Secretary asked Mr. Adisak Limprungpatanakij, President, to report the Company’s operating results and the Board of Directors’ report during the past year to the Meeting.

The President explained that the Company’s total revenues in 2010 was 625.3 million Baht, an increase of 35% from 463.7 million Baht in 2009. In 2010, revenue from free TV was the Company’s largest source of revenue, responsible for 36% of total revenues. Revenue from Satellite TV accounted for 28%, New Media business 20%, event 11% and radio business 5%. Even with an increase in selling costs and selling & administration, the Company was able to control these expenses and achieved the profit before tax at 122.8 million Baht and the profit after tax at 100.7 million Baht, an increase of 46% from 69 million Baht in 2009.

No questions were posed and no additional views were expressed. The Company’s Secretary then asked the Meeting to vote for the agenda 2, to consider approval and acknowledgement of the Company’s operating results and the Report of the Board of Directors for the year 2010.

The Meeting resolved to adopt the Company’s operating results and the Report of the Board of Directors in the year 2010 as follows:

**Approved** 122,454,988 votes, accounting for 100% of shareholders attending the meeting with voting rights
**Disapproved** 0 votes, accounting for 0% of shareholders attending the meeting with voting rights
**Abstained** 0 votes, accounting for 0% of shareholders attending the meeting with voting rights

Agenda 3  To consider acknowledgement and approval of the Financial Statement for the year ended December 31, 2010

The Chairman proposed that the Meeting consider and approve the Financial Statement for the year ended December 31, 2010, which were unconditionally certified by the auditor and were re-checked by the audit committee for accuracy in accordance with certified principles of accounting, as shown in the Company’s 2010 Annual Report earlier submitted to shareholders, along with the meeting invitation letter.

The Chairman provided shareholders with an opportunity to pose questions and express their views.

A shareholder’s representative from Thai Investors Association posted the question as follows:

1. Concerning financial assistance to NMG and WPS amounting to 212 million Baht, what was the comparison of return from such transaction in the form of interest and the investment of such amount in media business? Would there be similar transaction in 2011?

The Chairman explained that the transaction at 212 million Baht was regarded as short-term borrowing and did not occur at one time, but was a total amount of several transactions in 2010. The Board approved such transactions considering them generating a fair interest rate which was based on an average of MLR from 4 leading banks as opposed to return from investment in treasury bill, saving account or time deposit. The difference in return from lending to NMG and WPS and investment in other assets was 1.3 million Baht. The Board
considered that lending to NMG and WPS yielded higher return and had taken into account the ability of NMG and WPS to repay such amount as having no default risk as these two companies would pay interest and principal in full as and when they posed operating income. Therefore, there would not be any outstanding inter-company transactions at the end of period. After having been informed and advised by SET and SEC, the Board would not encourage such transaction again in 2011 onwards.

As no further questions were posed and no additional views were expressed, the Company’s Secretary then asked the Meeting to vote for Agenda 3: to consider acknowledgement and approval of the Financial Statement for the year ended December 31, 2010.

The Meeting resolved to acknowledge and approve the Financial Statement for the year ended December 31, 2010 as follows:

<table>
<thead>
<tr>
<th></th>
<th>Votes</th>
<th>Percentage of Shareholders</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approved</td>
<td>122,454,988</td>
<td>100% of shareholders attending the meeting with voting rights</td>
</tr>
<tr>
<td>Disapproved</td>
<td>0</td>
<td>0% of shareholders attending the meeting with voting rights</td>
</tr>
<tr>
<td>Abstained</td>
<td>0</td>
<td>0% of shareholders attending the meeting with voting rights</td>
</tr>
</tbody>
</table>

Agenda 4  
To consider approval of the dividends payment for the operating results of the year ended December 31, 2010

The Company’s Secretary proposed to the Meeting that the Company’s Articles of Association clause 45 stipulated that “annual dividend can only be paid with approval from the shareholders’ meeting. The Board may occasionally make interim dividend payment to shareholders when it considers that the company has adequate profit to do so. When the dividend is paid, the Board has to inform the shareholders for acknowledgement in the next meeting.” The company’s dividend policy was to pay dividend not less than 40% of the net profit after corporate income tax and reserve requirement and other necessary and appropriate reserves. This, however, depended on the financial status, operation results, investment plans, necessities and other future appropriations. From the operation results in 2010 the company recorded a profit. In accordance with the Company’s Articles of Association, the Company was able to pay dividends.

The operation results in 2010, the Company recorded a net profit at 100.70 million Baht or THB 0.58 per share. The Board of Directors considered that the dividend for January 1 to December 31, 2010 should be paid at Baht 0.44 per share. During the year, the Company had already approved interim dividend for the period of 9 months at Baht 0.34 per share, totaling 57.80 million Baht and therefore, the final dividend of Baht 0.10 per share would be paid to the shareholders holding a total of 172.26 million shares or Baht 17.23 million. The Company would list names of the eligible shareholders on April 6, 2011 (Record date) and will accumulate the list according to Section 225 of Securities Act and closed the book on April 21, 2011. The dividend payment date was on May 3, 2011.

The Chairman provided shareholders with opportunities to raise questions and express their views.

No further questions were posed and no additional views were expressed. The Company’s Secretary then asked the Meeting to vote for Agenda 4: to consider approval of the dividend payment for the operating results of the year ended December 31, 2010.
The Meeting resolved to approve the dividend payment for the operating results of the year ended December 31, 2010 as follows:

Approved 122,454,988 votes, accounting for 100% of shareholders attending the meeting with voting rights
Disapproved 0 votes, accounting for 0% of shareholders attending the meeting with voting rights
Abstained 0 votes, accounting for 0% of shareholders attending the meeting with voting rights

**Agenda 5 To consider the election of Directors in place of those retiring by rotation**

The Company’s Secretary declared to the Meeting that in accordance with the Company’s Articles of Association clause 15: “one-third of the Directors must retire by rotation at the Annual General Meeting of the Shareholders. Currently, the Company has 8 Directors so 3 persons must retire by rotation in 2011. They were:

1. Mr. Thanachai Santichaikul Director
2. Mr. Adisak Limprungpatanakij Director
3. Mr. Metha Soonthornjit Independent Director and the Member of Audit Committee

In addition, the Company’s Secretary declared that the Company provided opportunities for all minority shareholders to nominate qualified persons to be the Directors of the Company's Board of Directors, from January 4 to February 4, 2011, or 3 months before the Annual General Meeting. Shareholders could download the nomination form via www.nbc.co.th and submit the name, qualifications and consent of the nominated person via postal mail to the Chairman. However, no one was nominated via such method.

The Company’s Board of Directors resolved to propose the Meeting to elect those 3 Directors retiring by rotation for another term as follows:

1. Mr. Thanachai Santichaikul Director
2. Mr. Adisak Limprungpatanakij Director
3. Mr. Metha Soonthornjit Independent Director and the Member of Audit Committee

The details of profile and brief working record of those 3 Directors were earlier presented in the meeting invitation letter.

The Chairman provided an opportunity to all Shareholders to express their views.

No opinion was expressed by Shareholders. The Company’s Secretary proposed the Meeting to consider voting for Agenda 5, to consider the election of Directors in place of those retiring by rotation. For an election that was transparent and in line with the Company’s good governance principles, the Company’s Secretary proposed the Meeting to consider the vote one by one. All Shareholders used voting cards for their votes, which were then collected by the Company’s staff to evaluate the results. The voting results were announced to the Shareholders after the Chairman declared to the Meeting to vote one by one for all nominated Directors for their another term.

The voting results to elect Directors in place of those retiring by rotation were as follows:

1) Mr. Thanachai Santichaikul for another term as Director with the following votes:
2 Mr. Adisak Limprungruangpatanakij for another term as Director with the following votes:

Approved 122,454,988 votes, accounting for 100% of shareholders attending the meeting with voting rights
Disapproved 0 votes, accounting for 0% of shareholders attending the meeting with voting rights
Abstained 0 votes, accounting for 0% of shareholders attending the meeting with voting rights

3) Mr. Metha Soonthornjit for another term as Director with the following votes:

Approved 122,454,988 votes, accounting for 100% of shareholders attending the meeting with voting rights
Disapproved 0 votes, accounting for 0% of shareholders attending the meeting with voting rights
Abstained 0 votes, accounting for 0% of shareholders attending the meeting with voting rights

Agenda 6 To consider appointment of new Director

The Company’s Secretary declared to the Meeting that the Board of Directors viewed that the Company currently had 8 directors and believed that appointing Miss Duangkamol Chotana as a new director would benefit the company considering her qualifications and extensive experiences in media business, whose brief profile was attached to the meeting invitation letter for early consideration.

The Chairman provided an opportunity to all Shareholders to express their views.

No opinion was expressed by Shareholders. The Company’s Secretary proposed the Meeting to consider voting for Agenda 6, to consider the appointment of new Director.

The voting results to appoint Miss Duangkamol Chotana as a new director were as follows:

Approved 122,454,988 votes, accounting for 100% of shareholders attending the meeting with voting rights
Disapproved 0 votes, accounting for 0% of shareholders attending the meeting with voting rights
Abstained 0 votes, accounting for 0% of shareholders attending the meeting with voting rights

Agenda 7 To consider the remuneration of Directors for the Year 2011

The Company’s Secretary declared that the Board viewed that recruitment and remuneration for directors was important for media business. The Company’s policy allowed the Board to recruit and set remuneration for the directors, by setting the remuneration at the same rate as the industry standard and average remuneration from business of similar size, including prospect for business expansion and growth of profit of the Company.

The Board of Directors proposed the Meeting to consider approval of the additional remuneration to Executive Directors, such that the Chairman of the Company to receive the same remuneration as the Chairman of Audit Committee and Executive Directors to receive the same remuneration as the Non-Executive Directors. In addition, payment of remuneration was proposed to change from annual payment to quarterly payment.
The Chairman provided an opportunity for all shareholders to express their opinions.

No questions or opinions were posed by Shareholders. The Chairman proposed the Meeting to consider voting for Agenda 7, to consider remuneration of Directors for the year 2011. The Meeting resolved to approve remuneration of Directors for 2011 as mentioned above with the following votes:

- **Approved** 122,454,988 votes, accounting for 100% of shareholders attending the meeting with voting rights
- **Disapproved** 0 votes, accounting for 0% of shareholders attending the meeting with voting rights
- **Abstained** 0 votes, accounting for 0% of shareholders attending the meeting with voting rights

**Agenda 8 To consider appointment of the Company’s Auditor and approval of auditors’ fees for 2011**

The Chairman declared that from the recommendation of the Audit Committee, the Board of Directors proposed to the Meeting to appoint KPMG Poomchai Audit Ltd. as the auditors of the Company in 2011 as follows:

1. Mr. Vichien Thamtrakul, Certified Public Auditor, License No. 3183, would sign the Financial Statements of the Company for 2011 as the fourth year or
2. Mr. Winid Silamongkol, Certified Public Auditor, License No. 3378 or
3. Mr. Charoen Phosamritlert, Certified Public Auditor, License No. 4068

These three auditors would be the Company’s auditor for the year 2011 and had no relations or interests with the Company, its subsidiaries, its management, major shareholders or the related parties thereof. They were independent and able to express an unbiased opinion on the financial statements of the Company. The Board of Directors with the recommendations from the Audit Committee proposed to the Meeting to consider the auditors’ compensation for the fiscal year 2011 of Baht 800,000.

No other service fee was charged from their respective audit company or any person or business related to the auditors and their respective audit firms during the past year.
The Chairman provided an opportunity for all shareholders to express their opinions.

No questions or opinions were posed by Shareholders. The Chairman proposed the Meeting to consider voting for Agenda 8, to appoint auditors and approve auditor’s fees for 2011.

The Meeting resolved to appoint Mr. Vichien Thamtrakul, Certified Public Auditor, License No. 3183 or Mr. Winid Silamongkol, Certified Public Auditor, License No. 3378 or Mr. Charoen Phosamritlert, Certified Public Auditor, License No. 4068 of KPMG Poomchalee Audit Ltd. to be the Company’s auditor for the year 2011 with compensation of 800,000 Baht as mentioned above with the following votes:

- **Approved**: 122,454,988 votes, accounting for 100% of shareholders attending the meeting with voting rights
- **Disapproved**: 0 votes, accounting for 0% of shareholders attending the meeting with voting rights
- **Abstained**: 0 votes, accounting for 0% of shareholders attending the meeting with voting rights

**Agenda 9**  
**To approve the ratification of financial assistance to Nation Multimedia Group Public Company Limited and WPS (Thailand) Company Limited**

The Company’s Secretary invited Mr. Thanachai Santichaikul, Chairman of the Meeting, to inform about the ratification of financial assistance to Nation Multimedia Group Public Company Limited and WPS (Thailand) Company Limited to shareholders.

The Chairman declared to the Meeting that short term borrowing during 2010 to Nation Multimedia Group Public Company Limited and WPS (Thailand) Company Limited was considered related transactions as NMG was a major shareholder of the Company, holding 62.14% of paid-up shares and WPS was a subsidiary company of NMG. Such short term borrowing of 212 million Baht consisted of several transactions during each quarter of 2010. The Board approved such transactions considering them generating a fair interest rate as opposed to return from investment in treasury bill, saving account or time deposit. The difference in return from lending to NMG and WPS and investment in other assets was 1.3 million Baht as shown in Note 20 of Financial Statements 2010 in the topic of interest income at 2.46 million Baht. Therefore, the Board viewed such transactions as appropriate and was in accordance with inter-company borrowing policy. Nonetheless, it did not comply with the rules of related transactions which stipulates that such matter must receive prior approval from the Shareholder’s meeting as it had mistaken such transactions as normal business transactions. In the Financial Statements ended December 31, 2010, the Company had received all borrowings in full, resulting in these transactions no longer become related transactions. The Board also ratified that there would not be similar transactions in 2011 onwards.

The Chairman provided an opportunity for all shareholders to express their opinions.

No questions or opinions were posed by Shareholders. The Company’s Secretary proposed the Meeting to consider voting for Agenda 9, to approve the ratification of financial assistance to Nation Multimedia Group Public Company Limited and WPS (Thailand) Company Limited.

The Meeting resolved to approve the ratification of financial assistance to Nation Multimedia Group Public Company Limited and WPS (Thailand) Company Limited with the following votes:
Approved 121,494,988 votes, accounting for 99.22% of shareholders attending the meeting with voting rights
Disapproved 960,000 votes, accounting for 0.78% of shareholders attending the meeting with voting rights
Abstained 0 votes, accounting for 0% of shareholders attending the meeting with voting rights

**Agenda 10**  To consider other agenda (if any)

No other matters were considered.

The Chairman expressed his thanks to the Shareholders for attending the Meeting.
The Meeting adjourned at 15.00 hrs.

Signature………………………………… Chairman of the Meeting
Mr. Thanachai Santichaikul

Signature………………………..………………… President
Mr. Adisak Limprungpatanakij
Role and Responsibilities of Audit Committee

The Audit Committee shall be responsible for:

1. Review the financial reports (quarterly financial report and annual audited financial report) to oversee that the reports are sufficient and correct before forwarding them to the Board of Directors for consideration.

2. Review the internal control system to oversee that the internal audit procedures are adequate, appropriate and efficient. In addition, to observe the independence of the internal audit unit, as well as to approve the appointment, transfer and dismissal of the head of the internal audit unit or any other units responsible for the internal audit.

3. Review the risk assessment and risk management system to oversee that they are appropriate, adequate and efficient.

4. Review the business operating procedures to oversee that they are in compliance with rules and regulations of the Security Exchange Commission and those of the Stock Exchange of Thailand as well as other laws relative to the company business.

5. Recommend to the Board the independent auditors to be nominated for shareholder approval to audit the financial reports of the company. Review with the independent auditors the objectivity of audit, responsibility and auditing procedures of the independent auditors including problems found during the audit as well as issues that the independent auditors consider they may have material impact on the company financial reports and to attend a meeting with the auditor without the presence of the management at least once a year.

6. Review the connected transactions or transactions that may have conflict of interest to oversee that they are accurate, complete and compliance with rules and regulations of the Stock Exchange of Thailand as well as disclose complete information of the transactions to ensure that they are appropriate and most beneficial to the Company.

7. Issue an Audit Committee Report to be included in the company’s annual report and the report must be signed by the Audit Committee Chairperson and must at least contain the following information:
   - Opinions concerning with the correctness, completeness and trustworthiness of the financial reports of the Company.
   - Opinions concerning with the adequacy of the Company's internal control system.
   - Opinions concerning with the Company's compliance with the law and regulations of the Securities and Exchange and regulations of the Stock Exchange of Thailand, or any law governing the Company's business.
   - Opinions concerning with the appropriateness of the auditor.
   - Opinions concerning with the transactions that may involve conflict of interest.
   - The number of the Audit Committee's Meetings and attendance record for each of the Audit Committee Members.
   - Opinions or overall observation that the Audit Committee has received by performing according to the Charter of the Audit Committee.
• Other reports which should be acknowledged by the shareholders and general investors under the duties and responsibilities assigned from the Board of Directors of the Company.

8. Perform other activities as delegated by the Company's Board of Directors with consent from the Audit Committee.

The Audit Committee is responsible to the Board of Directors and the Board of Directors is still responsible for the Company’s operation to the others persons

The Committee’s job is one of oversight. Management is responsible for the preparation of the Company’s financial statements and the independent auditors are responsible for auditing these financial statements. The Committee and the Board recognize that management including the internal audit staff and the independent auditors have more resources and time and more detailed knowledge and information regarding the Company’s accounting, auditing, internal control and financial reporting practices than the Committee does accordingly. The Committee’s oversight role does not provide any expert or special assurance as to the financial statements and other financial information provided by the Company to its shareholders and others.

The Company Board of Directors is empowered to make adjustment and change definitions and qualifications of an independent director as well as scope of duties and responsibilities of the Audit Committee according to the regulations of The Security and Exchange Commission, The Stock Exchange of Thailand, The Capital Market Supervisory Board, and other related laws.
Terms and Conditions to Select Directors

Selection of Directors

The Company’s Board of Directors commented that for a media corporation, it was a very important matter to nominate its directors and to consider their remunerations. The Company has the policy that allows the Company’s Board of Directors themselves to screen and nominate directors and consider their remunerations under a strict rule. This rule requires the Board of Directors to consider that the remunerations are competitive to the ones of a similar type of industry, and of the same size of business, and also considered from the business growth and the profit growth of the Company. The Board of Directors will nominate the qualified candidates for Directors and Independent Directors to the shareholders to consider at the Annual General Meeting.

In 2012, the Company provides the opportunity to minority shareholders to nominate candidates as Directors by proposing the candidates’ names with details of qualifications and the candidates’ letters of consent through the Company’s Board of Directors three months prior to Annual General Meeting of Shareholders, which would be between November 24, 2011 and January 31, 2012. No shareholder proposes candidates for directorship.
Definition and qualifications of Independent Directors

Independent Directors are directors who are not involved in the day-to-day operations of the company, its subsidiaries, or joint ventures. Independent Directors shall be independent from major shareholders and executives of the company and have no relationships that obstruct sound judgment and discretion. Thus, the qualifications of the Independent Directors must be in line with the regulations of the Securities of Exchange Commission.

Independent Directors' qualifications are as follows:

1. Hold not over 1% of paid-up capital of the company, its subsidiaries and joint venture companies, or other related companies or juristic persons with potential conflict of interest. This includes shares held by related persons according to Article 258 of Securities and Exchange Act.

2. Shall not be executive directors, staff or employees or consultants who receive regular benefits from the company, or personal consultants to the company’s management, its subsidiaries and joint venture companies, or other persons with potential conflict of interest. Independent Directors shall not have any interests in such manner for at least 2 years prior to appointment date. This qualification does not refer to independent directors who used to serve as government officials or advisors to any government agencies which are the major shareholders or executives of the company.

3. Shall not have or used to have business relationships, financial benefits or other forms of benefit whether directly or indirectly, in business affairs and management of the company, its subsidiaries or joint venture companies, or related companies, which might obstruct the exercise of independent judgment, or shall not be or used to be major shareholders, or executives of the company except in the case that such interests finished at least 2 years prior to the appointment date.

4. Shall have no blood relationship or relationship through legal registration in the forms of parents, spouse, siblings and children, or children’s spouses with executive directors, management, controllers, or major shareholders of the company or its subsidiaries of executive directors, management, controllers, or the persons who are nominated for an executive position or executives of the company or its subsidiaries.

5. Shall not be open or secret nominees of directors, major shareholders or any groups of shareholders of the company who are related to any major shareholders or any groups of the company’s shareholders.

6. Shall perform their duties and exercise their judgment without the influence of executive directors or major shareholders of the company, and related persons or their relatives.

7. Shall not be or used to be auditors of the company, its subsidiaries, joint venture companies, the major shareholders or the company’s executives. The Independent Directors shall not be major shareholders, executives or business partners of juristic person under the management of the auditor of the company, its subsidiaries, joint venture companies, major shareholders or the company’s executives except when such activities finished at least 2 years prior to the appointment date.

8. Shall not work or used to work in a profession that included law and financial consultant services and asset appraising, which receives service fees of over 2 million baht per year
from the company, its subsidiaries and joint venture companies or major shareholders or the company’s executives. In the case that the profession is registered as a person juristic, this rule covers the case of being the major shareholder, executives, or business partner of that professional service, except such services ended at least 2 years prior to the appointment date.

9. Shall not operate any business in the same nature and in competition with the business of the Company, subsidiary company, nominee shareholder in partnership, or director in management level, employee, staff, advisor who receive the regular salary or hold more than 1 percent of the voting shares in other company operating the business in the same nature and in competition with the business of the Company or subsidiary.

10. Shall not have any other characteristic which prevents them form being able to give independent opinions on the management of the company.
The profile of the nominated person to replace directors retiring by rotation

Name : Mr. Supong Limtanakool
Age : 59 Years

Education Background
- Doctor of Business Administration in International Marketing, University of San Gabriel, Irvine, California, U.S.A.
- Master of Science in Marketing & Consumer Behavior, California State University
- Bachelor of Arts in Economics, California State University

Training
Thai Institute of Directors Association
- Director Certification Program (DCP#99)

Experience
2006 – 2008 The National Legislative Assembly Expert
2007 Subcommittee of Universiade International University Sports
2007 Constitution Drafting Assembly Expert
2007 Subcommittee of taxi and limousine audit Savarnabhumi Airport
2009 – Present Vice President for External Affairs Bangkok University
2007 – Present Member of The Audit Committee Thai Polycons Plc.
2009 – Present Chairman of The Audit Committee Nation Broadcasting Corporation Plc.

Type of Current Director : Independent Director and Chairman of The Audit Committee

No. of Shares Held as at February 6, 2012 : 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 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>
</tbody>
</table>
2. Being a professional service provider (such as Auditor or Legal Consultant)  - None -

3. Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.)  - None -

### Information Holding the post of the Company’s Director and Meeting Attendance in 2011

<table>
<thead>
<tr>
<th>Holding the post of the Company’s Director</th>
<th>The Meeting Attendance in 2011</th>
</tr>
</thead>
<tbody>
<tr>
<td>As of December 31, 2011</td>
<td>Board of Directors</td>
</tr>
<tr>
<td>3 Years</td>
<td>4/5</td>
</tr>
</tbody>
</table>

### Information of holding a directorship in listed company or non listed company or other rival incorporation

<table>
<thead>
<tr>
<th>Listed Company</th>
<th>Non Listed Company</th>
<th>Rival incorporation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number</td>
<td>Type of Director</td>
<td>Number</td>
</tr>
<tr>
<td>1</td>
<td>Member of The Audit Committee Thai Polycos Plc.</td>
<td>1</td>
</tr>
</tbody>
</table>

**Type of Nominated Director** : Independent Director and Chairman of The Audit Committee
The profile of the nominated person to replace directors retiring by rotation

Name: Mr. Kittichai Lattisophonkul

Age: 63 Years

Education Background: BA, Accounting, Chulalongkorn University

Training Thai Institute of Directors Association: None

Experience:
1972-1974 Internal Control Staff
Esso Standard (Thailand) Co., Ltd.
1974-1975 Account Supervisor
ICI (Thailand) Co., Ltd.
1975-1978 Accountant
Diethelm Co., Ltd.
1978-1981 Account Supervisor
Johnson & Johnson (Thailand) Co., Ltd.
1981-1983 Inventory Cost Accountant
Colgate-Palmolive (Thailand) Co., Ltd.
1983-1984 Internal Audit Manager
Colgate-Palmolive (Thailand) Co., Ltd.
1984-1987 Budget & Costing Manager
Colgate-Palmolive (Thailand) Co., Ltd.
1988-1990 Financial Planning Manager
Colgate-Palmolive (Thailand) Co., Ltd.
1991 Trade Marketing Manager
Colgate-Palmolive (Thailand) Co., Ltd.
1991-2011 Executive Vice President, Finance
Modernform Group Public Company Limited

Type of Current Director: Independent Director and Member of The Audit Committee

No. of Shares Held as at February 6, 2012: 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 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>
</tbody>
</table>
Attached Document No.6

The profile of the nominated person to replace directors retiring by rotation

| 2. Being a professional service provider (such as Auditor or Legal Consultant) | -None- |
| 3. Having business relationship(such as buy/sell goods, giving financial support such as borrowing or lending, etc.) | -None- |

Information Holding the post of the Company’s Director and Meeting Attendance in 2011

<table>
<thead>
<tr>
<th>Holding the post of the Company’s Director</th>
<th>The Meeting Attendance in 2011</th>
</tr>
</thead>
<tbody>
<tr>
<td>As of December 31, 2011</td>
<td>Board of Directors</td>
</tr>
<tr>
<td>2 Months</td>
<td>-</td>
</tr>
</tbody>
</table>

Information of holding a directorship in listed company or non listed company or other rival incorporation

<table>
<thead>
<tr>
<th>Listed Company</th>
<th>Non Listed Company</th>
<th>Rival incorporation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number</td>
<td>Type of Director</td>
<td>Number</td>
</tr>
<tr>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

Type of Nominated Director : Independent Director and Member of The Audit Committee
The profile of the nominated person to replace directors retiring by rotation

Name : Miss Aeumsree Boonhachairat

Age : 52 Years

Education Background
: BBA, Assumption University

Training
Thai Institute of Directors Association
: Director Certification Program (DCP#82)
: Executive Development Program (EDP#8)

Experience
: 2003 - 2006 Chief Operating Officer Inspire Entertainment Co., Ltd.
: 2009 - Present Director Nation Broadcasting Corporation Plc.

Type of Current Director : Director

No. of Shares Held as at February 6, 2012 : -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 1. Being a director and not participate in day-to-day business</td>
<td>Being a director of Nation News Network Co., Ltd.</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>
The profile of the nominated person to replace directors retiring by rotation

Information Holding the post of the Company’s Director and Meeting Attendance in 2011

<table>
<thead>
<tr>
<th>Holding the post of the Company’s Director</th>
<th>The Meeting Attendance in 2011</th>
</tr>
</thead>
<tbody>
<tr>
<td>As of December 31, 2011</td>
<td>Board of Directors</td>
</tr>
<tr>
<td>3 Years</td>
<td>5/5</td>
</tr>
</tbody>
</table>

Information of holding a directorship in listed company or non listed company or other rival incorporation

<table>
<thead>
<tr>
<th>Listed Company</th>
<th>Non Listed Company</th>
<th>Rival incorporation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number</td>
<td>Type of Director</td>
<td>Number</td>
</tr>
<tr>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

Type of Nominated Director : Director
Attached Document No.7

The profile of the proposed to new director

Name: Mrs. Suphanee Dechaburananon
Age: 60 Years

Education Background
BA (Economics), Chulalongkorn University
MA (Economics), Ottawa University, Ottawa, Canada

Training
Thai Institute of Directors Association
- None -

Experience: 1978-1981 Head of Market Research Section
Betagro Co., Ltd.
1982 Assistant Media Planner
Ogilvy & Mather (Thailand) Co., Ltd.
1983-1986 Media Planner,
Ogilvy & Mather (Thailand) Co., Ltd.
1987 Assistant Media Planning Manager,
Ogilvy & Mather (Thailand) Co., Ltd.
1988-1990 Media Planning Manager
Ogilvy & Mather (Thailand) Co., Ltd.
1991-1994 Associate Media Planning Director
Ogilvy & Mather (Thailand) Co., Ltd.
1993-1998 Associate Board Members of Ogilvy & Mather
Ogilvy & Mather (Thailand) Co., Ltd.
1994-1998 Media Planning Director
Ogilvy & Mather (Thailand) Co., Ltd.
1999 – 2005 Group Executive Director
MindShare (Thailand)
2006-2008 Chairman/Director of Trading & Strategy,
GroupM
2009-2011 Chairwoman
GroupM

No. of Shares Held as at February 06, 2012
- 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>
</tbody>
</table>
The profile of the proposed to new director

| 1. Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary | -None- |
| 2. Being a professional service provider (such as Auditor or Legal Consultant) | -None- |
| 3. Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.) | -None- |

### Information Holding the post of the Company’s Director and Meeting Attendance in 2011

<table>
<thead>
<tr>
<th>Holding the post of the Company’s Director</th>
<th>The Meeting Attendance in 2011</th>
</tr>
</thead>
<tbody>
<tr>
<td>As of December 31, 2011</td>
<td>Board of Directors</td>
</tr>
<tr>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

### Information of holding a directorship in listed company or non listed company or other rival incorporation

<table>
<thead>
<tr>
<th>Listed Company</th>
<th>Non Listed Company</th>
<th>Rival incorporation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number</td>
<td>Type of Director</td>
<td>Number</td>
</tr>
<tr>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

**Type of Nominated Director** : Independent Director
Agenda Item 8
The details of the auditors for the fiscal year 2012

<table>
<thead>
<tr>
<th>2011</th>
<th>2012 (Year of Proposal)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>KPMG POOMCHAI AUDIT CO., LTD.</strong></td>
<td><strong>KPMG POOMCHAI AUDIT CO., LTD.</strong></td>
</tr>
<tr>
<td>1. Mr. Vichien Thammatrakul Registration No. 3183</td>
<td>1. Mr. Vichien Thammatrakul Registration No. 3183</td>
</tr>
<tr>
<td>2. Mr. Winid Silamongkol Registration No. 3378</td>
<td>2. Mr. Winid Silamongkol Registration No. 3378</td>
</tr>
<tr>
<td>3. Mr. Charoen Pusamrithlert Registration No. 4068</td>
<td>3. Mr. Charoen Pusamrithlert Registration No. 4068</td>
</tr>
</tbody>
</table>

Mr. Vichien Thammatrakul is the Auditor who has affixed his signature to certify the Company’s financial statement in 2010 (for the fourth year)

Compensation of the auditor for the Company totaling 800,000 Baht.

As for other service charges, the Company and its subsidiary shall not use the services from other audit firms that the appointed auditors work for, persons or business enterprise related with appointed auditors and audit firm in the past fiscal year

Mr. Vichien Thammatrakul is the Auditor who has affixed his signature to certify the Company’s financial statement in 2011 (for the fifth year)

Compensation of the auditor for the Company totaling 800,000 Baht.
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. Minority shareholders holding collectively at least one-fifth of the total paid-up shares or no less than 25 shareholders holding collectively no less than one-tenth of the total paid-up shares are entitled to make a letter requesting the Board of Directors to call an extra-ordinary shareholders’ meeting at any time. However, they are required to stipulate the reasons thereof in the letter. In this case, the Board of Directors is required to organize the meeting of the shareholders within one month after receiving the letter from the shareholders.

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)
Term, conditions and procedures of the meeting of the shareholders

1. The case that a shareholder attends the meeting in person

- The shareholder, who is an individual person with the Thai nationality, must show a personal identification document - the identity card or the state official’s identity card.
- The shareholder, who is an individual person with the foreign nationality, must show a personal identification document - the foreign identity card, passport, or the document equivalent to the passport, at the registration desk.
- If the shareholder changed name or surname, the shareholder must show the evidence to prove the name or surname change.

2. The Authorization

- The shareholder can authorize only one person as the proxy.
- The shareholder can state in the authorization document the intention to exercise the voting right separately for each item on the agenda, so that the authorized representative can act according to such intention.
- The authorized proxy has to submit the authorization document to the chairman of the meeting and/or the person authorized by the chairman before the meeting starts. The authorized person must fill in the form and sign signature on the authorization document. If the authorized person crosses out any words in the form, the authorized person must sign signature above all the crossed-out words. The authorization document must carry the postal stamp worth Bt20.

The documents required for the authorization

- In the case that the shareholder is an individual person with the Thai nationality: a copy of the identity card or the state official’s identity card.
- In the case that the shareholder is an individual person with the foreign nationality: personal identification document, passport, or document equivalent to the passport. The shareholder must sign signature on the copy.
- In the case that the shareholder is a juristic person:
  1. Thai juristic person: a copy of the document of the Commerce Ministry or the relevant state departments, which confirm its juristic status. Such document of the ministry or the relevant departments must be issued within the period of not exceeding 6 months and the document must carry the signature of the authorities of the ministry or the departments. The other required documents also include a copy of the identity card or that of the state official’s identity card of the director of the juristic person, who is authorized to act on its behalf. The authorized person must also sign signature on the copy.
  2. The foreign juristic person: The authorized person of the juristic person must sign signature and stamp the company’s sign on the authorization document in the presence of the witness officials or the relevant authorities. After the signing, the authorized person must submit the authorization document to the Thai embassy, or the Thai consular, or the person authorized to approve the document.
3. In the case of fingerprint, instead of the signature, the authorized person of the juristic person must imprint on the authorization document with the left thumb. The person must also write down above the fingerprint that “this is the left thumb’s fingerprint of ..............” The authorized person must imprint the fingerprint in the presence of the two witnesses. The two witnesses also have to affix their signatures on the document, which must be enclosed with a copy of their identity cards or their state officials’ identity cards, which carry their signatures.

4. In the general shareholders’ meeting, if the shareholder cannot attend the meeting in person, the shareholder can either authorize a person or any independent directors of the company to vote on the behalf of the shareholder.

5. The shareholder, who wants to grant such authorization to the company’s independent director, must send the authorization document, which carries the shareholder’s signature, together with the other required documents, to the company’s secretary office. The documents must reach the secretary office at least one day before the meeting.

6. The authorized persons, who want to attend the meeting, must show their own identity cards/state official’s identity cards, or passports (if they are foreigners) at the meeting’s registration desk.

3. The case that the shareholder passed away
   The estate manager of the departed shareholder can attend the meeting in person or in proxy. The manager or the authorized proxy must show the court document, which proves the estate manager’s status, at the meeting. The date of the signing of the court’s authority on the court document must be within the period of not exceeding six months before the meeting date.

4. The case that the shareholder is below the legal age
   The parents can attend the meeting in person or in proxy. The persons, who will attend the meeting, must show a copy of the house registration paper of the shareholder.

5. The case that the shareholder is incapable of representing himself
   The caretaker can attend the meeting in person or in proxy. The meeting attendee must show the court document to prove the legal status of the caretaker and the date of the signing of such document by the authority must be within the period of not exceeding six months before the meeting date.

Registration
   The registration will start at least one hour before the meeting begins or at 13.00 hrs.

Voting
1. There shall be the open voting and one vote is equivalent to one right. The meeting resolution must comprise the following voting:
   - In the normal case: The majority voting of the shareholders, who attend the meeting and who have the voting right. If the voting is evenly divided, the meeting’s chairman can make the vote in order to create the majority vote.
   - In the special case: what is the resolution will be defined by the laws or regulations
in the special case and the chairman of the meeting is obliged to inform the shareholders about such laws or regulations before the voting in each agenda.
- In case of voting for Directors in place of those retiring by rotation or appointment of new Directors, the shareholders can vote individually.

2. The proxy of the shareholder is obliged to vote in accordance with the authorization document.
Summary profile of the Independent Director
Who may be granted a proxy

Name: Mr. Metha Soonthornjit
Age: 51 Years
Address: 100/196 Perfect Place, Minburi Sub-district, Minburi District, Bangkok 10510

Education Background:
- MMM, The Graduate School of Public Administration, NIDA
- LL.B. Ramkhamhaeng University

Training
Thai Institute of Directors Association:
- Director Certification Program (DCP#118)

Experience:
- 2003 – 2004 Managing Director
  Lawman Standard Co., Ltd.
- 2005 -Present Manager
  Lawman Standard Co., Ltd.
- 2009 -Present Member of The Audit Committee
  Nation Broadcasting Corporation Plc.

Type of Current Director:
- Independent Director and Member of The Audit Committee

No. of Shares Held as at February 6, 2012:
- 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>
</tbody>
</table>
Summary profile of the Independent Director
Who may be granted a proxy

3. Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.) - None -

Information Holding the post of the Company’s Director and Meeting Attendance in 2011

<table>
<thead>
<tr>
<th>Holding the post of the Company’s Director</th>
<th>The Meeting Attendance in 2011</th>
</tr>
</thead>
<tbody>
<tr>
<td>As of December 31, 2011</td>
<td>Board of Directors</td>
</tr>
<tr>
<td>3 Years</td>
<td>5/5</td>
</tr>
</tbody>
</table>

Information of holding a directorship in listed company or non listed company or other rival incorporation

<table>
<thead>
<tr>
<th>Listed Company</th>
<th>Non Listed Company</th>
<th>Rival incorporation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number</td>
<td>Type of Director</td>
<td>Number</td>
</tr>
<tr>
<td>-</td>
<td>-</td>
<td>1</td>
</tr>
</tbody>
</table>
Attached Document No.13
(โปรดอ่านเพิ่มเติมในหน้า 20)

หนังสือมอบฉันทะ (แบบ B)
Proxy (Form B.)

เรียนที่________________________

Written at

วันที่__  เดือน__  พ.ศ.__

Date  Month  Year

1. ชื่อ__________ สัญชาติ__________

I/We nationality

อยู่บ้านเลขที่________________________

Address

2. เป็นผู้ถือหุ้น บริษัท นักชี้ บรอดแคสติ้ง คอร์ปอเรชั่น จำกัด (มหาชน)

being a shareholder of Nation Broadcasting Corporation Public Company Limited

โดยถือหุ้นจดบันทึกลงทะเบียนให้เท่ากับ__________ เสียง ดังนี้

holding the total amount of shares and have the right to vote equal to__________ votes as follows:

หุ้นสามัญ                      เสียง                          เสียง
ordinary share

หุ้นบุริมสิทธิ                      เสียง                          เสียง
preference share

(1)ข้าพเจ้า__________________________ อายุ__________ปี อยู่บ้านเลขที่__________

I/We name Mr. Metha Soonthornjit, Independent Director, Age ___________ years, residing at__________

ถนน________________________ ตำบล/แขวง__________ อำเภอ/เขต__________

Post Code __________

จังหวัด__________ หรือ

Province Bangkok or

(2) ผู้ถือหุ้นซึ่งมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้โดยมีประวัติตามเอกสารแนบ

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 Mr. Metha Soonthornjit, Independent Director, Age ___________ years, residing at__________

ถนน________________________ ตำบล/แขวง__________ อำเภอ/เขต__________

Post Code __________

จังหวัด__________ หรือ

Province Bangkok or

2. ชื่อ__________ อายุ__________ปี อยู่บ้านเลขที่__________

Name __________ Age __________ years, residing at__________

ถนน________________________ ตำบล/แขวง__________ อำเภอ/เขต__________

Post Code __________

จังหวัด__________ หรือ

Province Bangkok or

คนใดคนหนึ่งของผู้ประกอบการจดทะเบียนของข้าพเจ้า สวัสดี

Any one to be above shall be my/our proxy holder to attend and vote on my/or behalf at the Annual General Meeting of Shareholders 2012 on April 25, 2012 at 14.00 hrs, at the Conference Room B, 9th Floor, Nation Tower, 1858, Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok, Thailand or on other date, time and place as may be postponed or changed.

(4) ข้าพเจ้ายอมให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้-

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

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ในกรณีที่เห็นสมควร หรือ

(a) The proxy holder shall have the right to consider and vote on my/or behalf as he/she may deem appropriate in all respects, or

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้-

(b) The proxy holder shall vote in accordance with my intention as follows:
วาระที่ 1 รับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2554
Agenda 1 To acknowledge the minutes of the Annual General Meeting of Shareholder 2011

เสียง
เห็นด้วย Disapprove Approve Abstain
เสียง
ไม่เห็นด้วย Disapprove Approve Abstain
เสียง งดออกเสียง Disapprove Approve Abstain

วาระที่ 2 พิจารณาอนุมัติและรับรองผลการดำเนินงานของบริษัท และรายงานคณะกรรมการของบริษัท สําหรับปี 2554
Agenda 2 To consider and approve the Company’s operating results and report by the company’s Board of Directors for the year 2011

เสียง
เห็นด้วย Disapprove Approve Abstain
เสียง
ไม่เห็นด้วย Disapprove Approve Abstain
เสียง งดออกเสียง Disapprove Approve Abstain

วาระที่ 3 พิจารณาและอนุมัติรับรองผลการเงินปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2554
Agenda 3 To consider and approve the budget report and Profit & Loss Statement for the year ending December 31, 2011

เสียง
เห็นด้วย Disapprove Approve Abstain
เสียง
ไม่เห็นด้วย Disapprove Approve Abstain
เสียง งดออกเสียง Disapprove Approve Abstain

วาระที่ 4 พิจารณาอนุมัติจ่ายเงินปันผลสําหรับผลการดำเนินงานประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2554
Agenda 4 To approve payments of dividends for business operations for the year ending December 31, 2011

เสียง
เห็นด้วย Disapprove Approve Abstain
เสียง
ไม่เห็นด้วย Disapprove Approve Abstain
เสียง งดออกเสียง Disapprove Approve Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ
er
Agenda 5 To appoint replacements of board members whose terms expire

เสียง
เห็นด้วย Disapprove Approve Abstain
เสียง
ไม่เห็นด้วย Disapprove Approve Abstain
เสียง งดออกเสียง Disapprove Approve Abstain

วาระที่ 6 พิจารณาอนุมัติจ่ายเงินปันผลสําหรับผลการดำเนินงานประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2554
Agenda 6 To consider the appointment of new director

เสียง
เห็นด้วย Disapprove Approve Abstain
เสียง
ไม่เห็นด้วย Disapprove Approve Abstain
เสียง งดออกเสียง Disapprove Approve Abstain

วาระที่ 7 พิจารณาคัดเลือกผู้มีคุณสมบัติเหมาะสมเป็นกรรมการของบริษัท ประจําปี 2555
Agenda 7 To consider the remuneration of directors for the year 2012

เสียง
เห็นด้วย Disapprove Approve Abstain
เสียง
ไม่เห็นด้วย Disapprove Approve Abstain
เสียง งดออกเสียง Disapprove Approve Abstain

วาระที่ 8 พิจารณาอนุมัติจ่ายเงินปันผลสําหรับผลการดำเนินงานประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2554
Agenda 8 To consider the appointment of new director

เสียง
เห็นด้วย Disapprove Approve Abstain
เสียง
ไม่เห็นด้วย Disapprove Approve Abstain
เสียง งดออกเสียง Disapprove Approve Abstain

วาระที่ 9 พิจารณาคัดเลือกผู้มีคุณสมบัติเหมาะสมเป็นกรรมการของบริษัท ประจําปี 2555
Agenda 9 To consider the remuneration of directors for the year 2012

เสียง
เห็นด้วย Disapprove Approve Abstain
เสียง
ไม่เห็นด้วย Disapprove Approve Abstain
เสียง งดออกเสียง Disapprove Approve Abstain

วาระที่ 10 พิจารณาอนุมัติจ่ายเงินปันผลสําหรับผลการดำเนินงานประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2554
Agenda 10 To consider the appointment of new director

เสียง
เห็นด้วย Disapprove Approve Abstain
เสียง
ไม่เห็นด้วย Disapprove Approve Abstain
เสียง งดออกเสียง Disapprove Approve Abstain

วาระที่ 11 พิจารณาคัดเลือกผู้มีคุณสมบัติเหมาะสมเป็นกรรมการของบริษัท ประจําปี 2555
Agenda 11 To consider the remuneration of directors for the year 2012

เสียง
เห็นด้วย Disapprove Approve Abstain
เสียง
ไม่เห็นด้วย Disapprove Approve Abstain
เสียง งดออกเสียง Disapprove Approve Abstain

วาระที่ 12 พิจารณาอนุมัติจ่ายเงินปันผลสําหรับผลการดำเนินงานประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2554
Agenda 12 To consider the appointment of new director

เสียง
เห็นด้วย Disapprove Approve Abstain
เสียง
ไม่เห็นด้วย Disapprove Approve Abstain
เสียง งดออกเสียง Disapprove Approve Abstain

วาระที่ 13 พิจารณาคัดเลือกผู้มีคุณสมบัติเหมาะสมเป็นกรรมการของบริษัท ประจําปี 2555
Agenda 13 To consider the remuneration of directors for the year 2012

เสียง
เห็นด้วย Disapprove Approve Abstain
เสียง
ไม่เห็นด้วย Disapprove Approve Abstain
เสียง งดออกเสียง Disapprove Approve Abstain

วาระที่ 14 พิจารณาอนุมัติจ่ายเงินปันผลสําหรับผลการดำเนินงานประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2554
Agenda 14 To consider the appointment of new director

เสียง
เห็นด้วย Disapprove Approve Abstain
เสียง
ไม่เห็นด้วย Disapprove Approve Abstain
เสียง งดออกเสียง Disapprove Approve Abstain
วาระที่ 8 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2555
Agenda 8 To appoint auditors and approve auditors’ fees for the year 2012

☐ เห็นด้วย ____________ เสียง ☐ ไม่เห็นด้วย ____________ เสียง ☐ คัดลงเสียง ____________ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda 9 To consider other matters (if any)

☐ เห็นด้วย ____________ เสียง ☐ ไม่เห็นด้วย ____________ เสียง ☐ งดออกเสียง ____________ เสียง
Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบอนุทินในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอนุทินให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการลงคะแนนเสียงในวาระใดให้ข้าพเจ้าไว้ หรือในกรณีที่ประชุมมีการพิจารณาเลือกสรรในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ในวาระ ให้ผู้รับมอบอนุทินมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบอนุทินได้กระทําไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบอนุทินที่ไม่เคยลงคะแนนในวาระการประชามหาประชุมในหนังสือมอบอนุทินตามที่ข้าพเจ้าระบุให้ถือเสมือนว่าข้าพเจ้าได้กระทําเองทุกประการ

Any business carried on by he 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.

ลงชื่อ.............................................................................ผู้มอบอนุทิน
(Signed) Appointer

ลงชื่อ.............................................................................ผู้รับมอบอนุทิน
(Signed) Proxy

หมายเหตุ
1. ผู้ถือหุ้นที่มอบอนุทินจะต้องมอบอนุทินให้ผู้รับมอบอนุทินเพียงรายเดียวเป็นผู้เข้าประชุมและลงคะแนนเสียงไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอนุทินหลายรายเพื่อแยกการลงคะแนนเสียงได้
2. ผู้ถือหุ้นจะมอบอนุทินเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) หรือจะมอบอนุทินเพียงบางส่วนเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) ก็ได้
3. วาระเลือกตั้งกรรมการสามารถเลือกกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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.
Nation Broadcasting Corporation Public Company Limited
1858/51-62 Nation Tower, 12th-13th Floor,
Bangna-Trad Road, Bangna, Bangkok 10260
Tel : 0-2338-3645
Fax : 0-2338-3973