Invitation to the Annual General Meeting of Shareholders 2014
Nation Broadcasting Corporation Public Company Limited
April 3, 2014 at 14:00 hours
At the Conference Room, 7th Floor, Nation University Tower,
Bangna-Trad Road (Km.4.5)
March 3, 2014

Subject: Invitation to the Annual General Meeting of Shareholders 2014
To: Shareholders of Nation Broadcasting Corporation Public Company Limited

Enclosures:

1. Copy of the minutes of the 2013 Annual General Meeting of the Shareholders
2. Annual report 2013
3. Role and Responsibilities of Audit Committee
4. Terms and conditions to select the directors
5. Definition and qualifications of Independent Directors
6. The profiles of the proposed nominated persons to replace directors retiring by rotation
7. Details of the auditors for the fiscal year 2014
8. Information memorandum on the acquisition of assets
9. Report on opinion of an independent financial advisor regarding the acquisition of assets
10. Company’s Articles of Association, Chapter 4: Shareholders’ Meeting
11. Conditions and procedures of the meeting of shareholders
12. The profile of the Independent Director who may be granted a proxy
13. Registration Form for the Annual General Shareholders Meeting 2014
14. Proxy Form B
15. 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 2014 Annual General Meeting of shareholders on April 3, 2014 at 2 p.m. at the Conference Room, 7th Floor, Nation University Tower, 1854 Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok 10260, to consider the following agenda.

**Agenda 1** To acknowledge the minutes of the 2013 Annual General Meeting of Shareholder held on April 24, 2013

**Facts and Reasons:** The 2013 Annual General Meeting of Shareholders was held on April 24, 2013, a copy of the minutes of which has been submitted to the Stock Exchange of Thailand (the “SET”) within 14 days from the date of the meeting pursuant to relevant laws. In addition, 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 Enclosure 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 was correct and complete. Thus, the board deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and certify the above-mentioned minutes.
Agenda 2 To consider and approve the Company’s operating results and the Board of Directors’ report for the year 2013

Facts and Reasons: The operating results of the Company and the report of the Board of Directors of the Company for the year 2013 are provided in the 2013 annual report in Enclosure No. 2 which was sent to the shareholders together with this invitation letter.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve the Company's operating results and the Board of Directors’ report for the year 2013.

Agenda 3 To consider and approve the Company’s audited Balance Sheet and Profit and Loss statements for the year ended December 31, 2013

Facts and Reasons: The consolidated financial statements of the Company and its subsidiaries as at December 31, 2013 were audited by the auditors and examined by the Audit Committee, the details of which is provided in the 2013 annual report in Enclosure No.2 which was sent to the shareholders together with this invitation letter.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve the Company’s annual balance sheet and profit and loss statement ending December 31, 2013 which have been audited by the authorised auditors and examined by the Audit Committee.

Agenda 4 To consider and approve the dividend payment from the Company’s operation for the financial year ending December 31, 2013

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 2013, company had been profit around THB 56.60 million or THB 0.16 per share. The summary information of net profit and dividend payment compared to previous years are as below:
Dividend Schedule

<table>
<thead>
<tr>
<th></th>
<th>2013</th>
<th>2012</th>
<th>2011</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Net Income (THB Millions)</td>
<td>56.60</td>
<td>48.71</td>
<td>87.08</td>
</tr>
<tr>
<td>2. Earnings per share (THB)</td>
<td>0.16</td>
<td>0.28</td>
<td>0.51</td>
</tr>
<tr>
<td>3. Number of share (Millions shares)</td>
<td>534.41</td>
<td>176.87</td>
<td>172.40</td>
</tr>
<tr>
<td>3.1 No. of shares entitled to interim dividend</td>
<td>179.47</td>
<td>173.50</td>
<td>172.40</td>
</tr>
<tr>
<td>3.2 No. of shares entitled to annual dividend</td>
<td>534.41</td>
<td>176.87</td>
<td>-</td>
</tr>
<tr>
<td>4. Total dividend paid per share (THB:Share)</td>
<td>0.14</td>
<td>0.18</td>
<td>0.30</td>
</tr>
<tr>
<td>4.1 Interim dividend</td>
<td>0.11</td>
<td>0.12</td>
<td>0.30</td>
</tr>
<tr>
<td>4.2 Annual dividend</td>
<td>0.03(1)</td>
<td>0.06</td>
<td>-</td>
</tr>
<tr>
<td>5. Total dividend paid (THB Millions)</td>
<td>46.42</td>
<td>31.43</td>
<td>51.72</td>
</tr>
<tr>
<td>6. Dividend Payout (Percentage)</td>
<td>87.50</td>
<td>64.29</td>
<td>59.39</td>
</tr>
</tbody>
</table>

**Remark:**

(1) The above percentage of interim dividend payment approved by the Board of Directors and shall be approved at the annual ordinary shareholder’s meeting 2014 on April 3, 2014, and calculated based on the number of ordinary shares as of March 5, 2014.

(2) The above percentage of dividend payment is higher than that offered under the dividend policy.

**Opinion of the Board of Directors:** The Board of Directors of the Company deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve the dividend payment from the Company’s operation for the financial year 2013 ending December 31, 2013, at 0.14 Baht per share. The Board of Directors took into consideration the payment of interim dividend for 2 times, at 0.08 Baht per share on June 7, 2013, and at 0.03 Baht per share on December 6, 2013, totaling interim dividend of 0.11 Baht per share, and resolved to put forth in the 2014 Annual General Meeting of Shareholders for the approval of final dividend payment to the Shareholders at 0.03 Baht per share for 534.41 million shares, totaling 16.03 million Baht. The names of shareholders who are eligible to dividend payment shall be recorded on Tuesday March 4, 2014 (Record Date), and collected pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) (the “Securities Act”) by the closing of the register book to suspend the transfer of shares on Wednesday March 5, 2014, and the date of dividend payment shall be on Wednesday April 30, 2014.

**Agenda 5** To consider and approve the election of directors to replace those who completed the terms

**Facts and Reasons:** Clause 15 of the Company's Articles of Association states that in every general shareholder’s meeting, the term limits of one-third of the Directors expire. At present, there were 10 directors. In 2014, three directors whose term limits expired were as following:

1) Mr. Metha Soonthornjit Independent Director and the Member of Audit Committee
2) Mr. Adisak Limprungpatanakij Director/President

3) Ms. Aeumsree Boonhachairat Director

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 22, 2013 to January 31, 2014. However, no shareholder nominated any person to be the Company’s director.

**Opinion of the Board of Directors:** The Board of Directors of the Company, excluding the interested directors in this agenda, has considered the qualifications of the directors including their experiences, expertise and performance of the three nominated directors and it appears that three directors have proven to be highly dedicated to their duties and responsibilities pursuant to good corporate governance, which led to the great benefits of the Company. Therefore, the Board of Directors deems it appropriate to propose to the 2014 Annual General Meeting of the Shareholders to consider and approve the appointment of directors who retire by rotation to continue their terms as the directors of the Company with details as follows:

1) Mr. Metha Soonthornjit Independent Director and the Member of Audit Committee
2) Mr. Adisak Limprungpatanakij Director/President
3) Ms. Aeumsree Boonhachairat Director

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

**Agenda 6 To consider the remuneration of directors for the year 2014**

**Criteria for Director’s Remunerations Proposal:** The Company’s Board of Directors is of the opinion that it was a very important for a corporation to nominate its directors and consider such directors’ remuneration. The Company has a policy to allow the Company’s Board of Directors to consider and nominate directors and their remuneration under strict rules which require the Board of Directors to consider the suitability of the directors and their remuneration by taking into consideration the directors and directors’ remuneration of other similar industries as well as an average of directors’ remuneration of other businesses with the same size and the growth of business and profit of the Company.

**Facts and Reasons:** The remuneration for the Company’s directors in 2013, which was approved in the 2013 Annual General meeting of Shareholders, is paid to the chairman of the Board of Directors in an equal amount to the chairman of the Audit Committee. The executive directors shall receive the remuneration at the same rate as the non-executive directors. The payment was paid quarterly.

**Opinion of the Board of Directors:** The Board of Directors of the Company deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and determine the remuneration for the Company’s directors for the year 2014 based on a quarterly basis without any other forms of remuneration, with details as follows:
<table>
<thead>
<tr>
<th>Name/Position</th>
<th>Annual Remuneration 2014</th>
<th>Annual Remuneration 2013</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Year of Proposal</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Remuneration</td>
<td>Meeting Allowance</td>
</tr>
<tr>
<td>Chairman :</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Mr. Suthichai Sae-Yoon</td>
<td>400,000.-</td>
<td>-</td>
</tr>
<tr>
<td>Chairman of Audit Committee :</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Dr. Supong Limtanakool</td>
<td>400,000.-</td>
<td>-</td>
</tr>
<tr>
<td>Audit Committee :</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Mr. Metha Soonthornjit</td>
<td>300,000.-</td>
<td>-</td>
</tr>
<tr>
<td>- Mr. Kittichai Lattisophonkul</td>
<td>300,000.-</td>
<td>-</td>
</tr>
<tr>
<td>Independent Director :</td>
<td></td>
<td></td>
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<tr>
<td>- Mrs. Suphanee Dechaburananon</td>
<td>200,000.-</td>
<td>-</td>
</tr>
<tr>
<td>Non Executive Director:</td>
<td></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>- Mr. Sivaporn Chomsuwan*</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>- Mr. Thepchai Sae-Yong</td>
<td>200,000.-</td>
<td>-</td>
</tr>
<tr>
<td>Executive Director:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Mr. Adisak Limprungpatananikij</td>
<td>200,000.-</td>
<td>-</td>
</tr>
<tr>
<td>- Miss Aeumsree Boonhachairat</td>
<td>200,000.-</td>
<td>-</td>
</tr>
<tr>
<td>Total</td>
<td>2,600,000.-</td>
<td>-</td>
</tr>
</tbody>
</table>

Remark: *Mr. Sivaporn Chomsuwan has resigned from the Company as a Director effective on August 16, 2013. He received the remuneration during in Director period.

Agenda 7 To consider and approve the appointment of Company’s auditors and the determination of audit fee for the year 2014

Facts and Reasons: The Board of Directors, under the recommendation by the Audit Committee, deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve the appointment of KPMG Poomchai Audit Ltd. as an auditor of the Company with the following persons as the Company’s auditors for the year 2014:

1. Ms. Patamavan Vadhanakul, Registration No. 9832, who will sign the financial statements of the Company for the year 2014, It is the first year or
2. Mr. Winid Silamongkol, Registration No. 3378 or
3. Mr. Vichien Thamtrakul, Registration No. 3183 (previously signed the financial statements of the Company) or

All of the above four auditors have neither relationship with nor interests in the Company, its subsidiaries, jointly-controlled entities, 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.

In addition, the Board of Directors, under the recommendations by the Audit Committee, deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2014 in respect of the Company, and its subsidiaries, totaling 3 companies, in the total amount of Baht 880,000.- which decrease 25,000 Baht when compare to the previous year due to decreasing in number
of subsidiaries.

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 the such audit firm in the previous year.

Opinion from the Board of Directors: The Board of Directors of the Company and the Audit Committee have considered the appointment of auditors as well as the determination of their remuneration and deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2014 and the determination of directors’ remuneration as mentioned above (details of which are provided in Enclosure No. 7)

Agenda 8 To consider and ratify the participation in the auction for and subsequent acquisition of the license to use allocated frequencies for national commercial digital television services as well as the fulfillment of preconditions to be granted such license and performance of any relevant actions by NBC Next Vision Company Limited

Facts and Reasons: The meeting of the Board of Directors No. 1/2014 held on 21 January 2014 resolved to approve to propose to the 2014 Annual General Meeting of Shareholders to consider and ratify the participation in the auction for and subsequent acquisition of the license to use allocated frequencies for national commercial digital television services (the “License”) as well as the fulfillment of preconditions to be granted the License pursuant to the Notification of the National Broadcasting and Telecommunication Commission (the “NBTC”) entitled Criteria, Procedures and Conditions on the Auction for Allocated Frequencies for National Commercial Digital Television Services B.E. 2556 (the “Preconditions”) and performance of any relevant acts by NBC Next Vision Company Limited (“NNV”), a subsidiary in which the Company holds approximately 99.99 per cent of its total shares, which participated in and subsequently won the auction for the License organized by the NBTC on 27 December 2013, details of which are set forth in the notification issued by the NBTC dated 10 January 2014 (which was received by NNV on 14 January 2014) certifying that NNV is the winning bidder in respect of the License for one television channel in News Category at the bid price of Baht 1,338 million, in order for NNV to be able to successfully obtain the License and efficiently provide its television services via a cutting-edge digital technology which will effectively promote the sustainable growth and competitive capability of the group companies.

In compliance with the Preconditions, NNV entered into the Standard Definition Terrestrial Digital Television Network Services Agreement with the Royal Thai Army on 16 January 2014 for a total fee of approximately Baht 816.56 million. The service will be for one channel for a period of approximately 15 years (i.e. from 2014 to 2028). In addition, as of 7 February 2014, NNV had made payment of approximately Baht 221.80 million to the NBTC for its first installment of the License fee (such amount includes the deposit in respect of the auction for the License of approximately Baht 22 million previously paid by NNV to the NBTC in October 2013) which forms part of the total bid price for the License. It was also estimated that NNV’s initial investment for developing its production sites and studios as well as for procurement of related materials for production of its own television program in order to enable NNV to effectively carry on and provide its digital television service will be approximately Baht 200 million.
In light of the foregoing and considering the transaction size pursuant to the Notification of the Capital Market Supervisory Board No. ThorJor. 20/2551 entitled Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand (the “SET”) entitled Disclosure of Information and Other Acts of the Listed Company Concerning the Acquisition or Disposition of Assets, 2004 (the “Major Transaction Rules”), the size of the above transaction (which has an approximate value of Baht 2,354.56 million when calculated from the bid price for the License, the service fee in respect of the television network and the initial investment for developing the production sites and purchasing of relevant materials of NNV) is of the highest value when calculated from the total consideration paid (based on our consolidated financial statements ended 30 September 2013) which equals to 144.67 per cent of the total assets of the Company. Therefore, the proposed transaction falls under “Class 4 Transaction” which is regarded as a backdoor listing transaction pursuant to the Major Transaction Rules.

Nevertheless, the Company is exempted under the Major Transaction Rules from submitting its relisting application to the SET due to the following reasons:

(a) the digital television business acquired by the Company is in a similar line of business or a mutually supporting business to its ongoing businesses;
(b) there is no material change in the composition of its board of directors or line of businesses, or the change of its control;
(c) the Company has not increased its capital nor issued any securities which will affect its shareholders or result in any change in its shareholding proportion; and
(d) the Company’s group will continue to hold suitable qualifications to be a listed company on the SET following the proposed acquisition of assets.

Consequently, the Company is required to disclose relevant information to the SET and hold its shareholders’ meeting to consider and ratify the proposed transaction with a vote of not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote (excluding those of interested shareholders) without having to submit any relisting application to the SET. In this connection, please refer to the information memorandum on the acquisition of assets in Enclosure No. 8 which has been provided to the shareholders together with this notice for further information. In addition, the entering into the above transaction is not considered as connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. ThorJor. 21/2551 entitled Rules on Connected Transactions and the Notification of the Board of Governors of the SET entitled Disclosure of Information and Act of Listed Company Concerning the Connected Transactions, 2003.

In compliance with the Major Transaction Rules and other relevant regulations of the SET, the Company has appointed Advisory Plus Company Limited as an independent financial advisor to give fairness opinions regarding the acquisition of assets for consideration by its Board of Directors and shareholders. In this regard, please refer to the report on opinion of an independent financial advisor on the acquisition of assets in Enclosure No. 9 which has been provided to the shareholders together with this notice for further information.

In addition, for the ease of carrying out this transaction and its successful completion, the Board of Directors deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve to authorise its executive committee to determine any terms or conditions relating to this transaction as well as negotiate or agree with and/or
contact any relevant authority or person, including executing any relevant agreements and documents and obtaining approvals from relevant authorities.

**Opinion from the Board of Directors:** The Board of Directors considers that the above transaction will be greatly beneficial to the Company and its shareholders as such transaction will likely enhance the potential of the group companies in carrying out their business operations while strengthening their capability to compete as well as attracting more revenues and promoting substantial growth of the group companies. Therefore, the Board of Directors resolved that this transaction should be endorsed and deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and ratify the participation in the auction for and subsequent acquisition of the License as well as the fulfilment of the Preconditions and performance of any relevant acts by NNV.

In addition, the Board of Directors deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve to authorise its executive committee to further determine any terms and conditions relating to this transaction including performing any acts as mentioned above.

However, given that the Company is a subsidiary of Nation Multimedia Group Public Company Limited (“NMG”) which is a listed company on the SET and indirectly holds approximately 71.30 per cent of the total shares of NNV via the Company, the above transaction also requires ratification by the shareholders’ meeting of NMG which is a parent company of NNV and the Company. In this regard, the 2014 Annual General Meeting of Shareholders of NMG will be held on Friday 4 April 2014.

**Required vote:** This agenda requires an approval from the shareholders’ meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, excluding those of interested shareholders. However, there is no interested shareholder who is not eligible to vote on this matter.

**Agenda 9 To consider other matters (if any)**

Please be invited to attend the meeting at the date, time and venue specified above. 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.

Sincerely yours,

Mr. Adisak Limprungpatanakij
President
Attached Document No.1

Minutes of Annual General Meeting of Shareholders 2013
of
Nation Broadcasting Corporation Public Company Limited

Date and Place

The meeting was held on April 24, 2013, at 14:00 hours at the Conference Room A, 27th Floor, TCIF Tower, 1858/118-119 Bangna-Trad Road, Bangna, Bangkok 10260

Directors attending the Meeting

1. Mr. Suthichai Sae-Yoon Chairman of the Board of Directors
2. Mr. Adisak Limprungpatanaakij Director/President
3. Miss Aeumsree Boonhachairat Director
4. Miss Duangkamol Chotana Director
5. Mr. Sermsin Samalapa Director
6. Mr. Sivaporn Chomsuwan Director
7. Mr. Supong Limtanakool Independent Director and the Chairman of Audit Committee
8. Mr. Metha Soonthornjit Independent Director and the Member of Audit Committee
9. Mr. Kittichai Lattisophonkul Independent Director and the Member of Audit Committee
10. Mrs. Suphanee Dechaburananon Independent Director

A total of 10 directors attended the Meeting.

Executives attending the Meeting

1. Mr. Pranot Vilapasuwon Executive Editor, Television News
2. Miss Kwanruan Thaworntaweewong Senior Vice President, Television Programs
3. Mr. Kanok Ratwongsakul Assistant to President, News Anchor
4. Mrs. Nongnat Hanwilai Senior Vice President, Corporate Strategy & CSR
5. Miss Chamaiporn Kongpech Senior Vice President, Radio and Event
6. Miss Wararak Leelertphan Senior Vice President, Advertising
7. Miss Chutintra Wattanakul Senior Vice President, New Media
8. Miss Suwannee Wacharapasakorn Senior Finance Manager
9. Mr. Supawat Sa-nguan-ngam Assistant Vice President, Accounting

Auditors attending the Meeting

1. Mr. Vichien Thamtrakul Certified Public Auditor No. 3183
2. Mr. Winid Silamongkol Certified Public Auditor No. 3378

Financial Advisor

1. Ms. Jirayong Anuman-Rajadhon JayDee Partners Limited
Legal Consultants observing the Meeting
1. Mrs. Chawaluck Sivayathorn Thanathip & Partners Legal Counsellors Limited
2. Mr. Pow Makcharoenvud Pow & Associates Law Office Limited

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 opportunities for shareholders to propose agenda for the Annual General Meeting of Shareholders 1/2013 and to nominate directors through the Board of Directors three months prior to 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 November 26, 2012 – January 31, 2013.

   No nomination of Directors was 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 0-2338-3334 Ext. 3289 from March 22, 2013 – April 12, 2013 in order to allow time for members of the Board and executives to gather information and prepare themselves for the Meeting.

   No question was sent in advance of the Meeting.

3. The Company provided opportunities for 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.Supong Limtanakool, Independent Director and the Chairman of Audit Committee, whose brief profile was attached to the meeting invitation letter.

4. The voting regulations for this Shareholders’ Meeting were in accordance with the Company’s Articles of Association 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 Company’s Articles of Association on meetings and run in 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 any special interest in the agenda item, they relinquish their right to vote for this item, except for the voting for directors.”

   Number 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 each item in the agenda of this Meeting, if neither disapproval nor abstention from any shareholders was made, the resolution would be considered 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 names 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 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 a vote for that agenda. After the votes for an agenda were counted and announced, that agenda was considered finalized.

**Preliminary Proceedings**

Mr. Suthichai Sae-Yoon, Chairman, presided over the meeting. He opened the meeting and informed that the total number of shares which had been sold was 176,870,000. The shareholders attending the Meeting were as follow:

- 43 shareholders attending the Meeting in person held 4,383,442 shares, accounting for 2.48% of the total shares.
- 26 shareholders authorized their proxies to attend the Meeting held 108,753,730 shares, accounting for 61.49% of the total shares.
- A total of 69 shareholders attending the Meeting held 113,137,172 shares or 63.97% of the total shares.

The quorum was presented according to the Company’s regulations. The Meeting assigned Mr. Adisak Limprungrungpatanakij, President, to conduct the Meeting.

**Agenda Item 1 To acknowledge and certify the minutes of the Annual General Meeting of shareholders 2012 held on April 25, 2012.**

The Company President informed the Meeting that Secretary had compiled the Minutes of the General Meeting of Shareholders for 2012, which was held on April 25, 2012. The Company’s Board of Directors viewed and considered the report right and accurate according to the resolution of the Shareholders’ Meeting. Therefore, they proposed the Meeting to consider adopting the minutes of the General Meeting of Shareholders for 2012, of which the copy had been delivered to the shareholders together with the meeting invitation letter.

The President provided the shareholders with an opportunity to raise any questions and comments.
No shareholder raised any comment. The Company President proposed the Meeting to consider the matter and resolve to adopt the minutes of the General Meeting of Shareholders 2012.

The Meeting had considered and adopted the minutes of the Annual General Meeting of Shareholders 2012 with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

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<th></th>
<th>Votes</th>
<th>Equivalent to</th>
</tr>
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<td>Approved:</td>
<td>113,661,172</td>
<td>99.9956%</td>
</tr>
<tr>
<td>Disapproved:</td>
<td>5,000</td>
<td>0.0044%</td>
</tr>
<tr>
<td>Abstained:</td>
<td>0</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Total:</td>
<td>113,666,172</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

Remarks: There were additional shareholders that attended the meeting, representing 966,554 shares after agenda 1 was approved.

**Agenda Item 2 To consider and approve the Company’s operating results and the Board of Directors’ report for the year 2012**

The Company President informed the Meeting that the Company had produced the report of the Company’s operating results and the report of the Company’s Board of Directors. The details of the Company’s Operating Results in 2012 are available in the Annual Report 2012 that the Company mailed to the shareholders with the invitation letter. Nonetheless, the Company’s operating results 2012 was summarized for the shareholders acknowledgement as follows:

In 2012, the Company could earn totally Baht 740 million, namely it increased from Baht 668 million or by 11% as compared that of 2011. As to net profit compared with the previous year, the amount of Baht 48 million could be earned but decreased from Baht 87 million by 45% due to the additional investment cost as well as operation cost incurred from channel expansion. Similarly, the Company, compared to last year, gained additional properties by 21%, liabilities by 38% and shareholders’ shares by 12%.

Compared to previous year, the total revenue in 2012 could be divided by business categories as follows:

1. Revenue from Free Television Business at Baht 114 million, decreasing by 58 due to no program performance of channel 9 during the second half year;
2. Revenue from Satellite Television Business at Baht 345 million, increasing by 60%;
3. Revenue from New Media Business at Baht 145 million, increasing by 33%;
4. Revenue from such special activities as performances of Reya the Musical and the 12th Anniversary of Nation Channel at Baht 99 million, increasing by 141% and
5. Revenue from Radio business at Baht 34 million, increasing by 13%

In other words, such above-mentioned revenue could be proportionally categorized by business as from Satellite Television at 47% out of the total revenue; from Free Television at 15%; from New Media at 20%, from special activities at 13% and from Radio at 5%.
The President provided the shareholders with an opportunity to raise any questions and comments.

No shareholder raised either questions or comments. The Company President proposed the Meeting to consider the matter and resolve to adopt Agenda Item 2, To consider and approve the Company’s operating results and the Board of Directors’ report for the year 2012.

The Meeting had considered and adopted the Company’s operating results and the Board of Directors’ report for the year 2012 with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

<table>
<thead>
<tr>
<th></th>
<th>Votes</th>
<th>Equivalent to</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approved</td>
<td>114,627,726</td>
<td>99.9956%</td>
</tr>
<tr>
<td>Disapproved</td>
<td>5,000</td>
<td>0.0044%</td>
</tr>
<tr>
<td>Abstained</td>
<td>0</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Total</td>
<td>114,632,726</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

**Agenda Item 3 To consider and approve the Company’s financial statements for the year ending December 31, 2012**

The President informed the Meeting that the financial statements of Nation Broadcasting Corporation Public Company Limited as of December 31, 2012 had been audited by the auditors and examined by the Audit Committee for accuracy in accordance with certified principles of accounting, as shown in the Company's 2012 Annual Report earlier mailed to shareholders, along with the invitation letter.

The President provided shareholders with an opportunity to question and express their views.

No additional questions were asked and no additional views were expressed. The Company President then asked the Meeting to vote for Agenda Item 3, To consider acknowledgement and approval of the financial statements for the year ending December 31, 2012.

The Meeting had considered and approved the financial statements for the year ending December 31, 2012 with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

<table>
<thead>
<tr>
<th></th>
<th>Votes</th>
<th>Equivalent to</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approved</td>
<td>114,627,726</td>
<td>99.9956%</td>
</tr>
<tr>
<td>Disapproved</td>
<td>5,000</td>
<td>0.0044%</td>
</tr>
<tr>
<td>Abstained</td>
<td>0</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Total</td>
<td>114,632,726</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

**Remarks:** In this agenda, there were additional shareholders that attended the meeting, representing 12,900 shares after agenda 3 was approved.

**Agenda Item 4 To consider and approve the dividend payment from the Company’s operation for the financial year 2012 ending December 31, 2012**

The President informed the Meeting that Article of Association No. 45 stipulates, “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.” Respectively, the Company’s dividend policy was to pay dividend not less than 40% of the net profit after corporate tax, reserved by law and other necessary and appropriate reserves. This, however, depended on the financial status, operation result, investment plan and others to be reserved for the future.

From the previous year 2012, the Company had got net profit of THB 48.02 million or THB 0.28 per share. The Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the dividend payment from the Company’s operation for the financial year 2012 ending December 31, 2012, at 0.18 Baht per share. The Board of Directors took into consideration the payment of interim dividend out of the accumulated profit to the Shareholders at 0.12 Baht per share, totaling 20.82 million Baht, on September 6, 2012, and resolved to put forth in the 2013 Annual General Meeting of Shareholders for the approval of final dividend payment to the Shareholders at 0.06 Baht per share, totaling 10.61 million Baht. The names of shareholders who were eligible for dividend payment should be recorded on Thursday March 14, 2013 (Record Date), and collected pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) (the “Securities Act”) by the closing of the register book to suspend the transfer of shares on Friday March 15, 2013, and the date of dividend payment should be on Monday May 20, 2013. The President provided shareholders with an opportunity to question and express their views.

No additional questions were raised and no additional views were expressed. The Company President then asked the Meeting to vote for Agenda Item 4, To approve the dividend payment for the year 2012 ended December 31, 2012

The Meeting had considered and approved the dividend payment for the year ending December 31, 2012 with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

<table>
<thead>
<tr>
<th></th>
<th>Votes</th>
<th>Equivalent to</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approved</td>
<td>114,113,126</td>
<td>99.5355%</td>
</tr>
<tr>
<td>Disapproved</td>
<td>532,500</td>
<td>0.4645%</td>
</tr>
<tr>
<td>Abstained</td>
<td>0</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Total</td>
<td>114,645,626</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

**Agenda Item 5 To consider and approve the appointment of directors to replace those who completed the terms**

The Company President informed 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”, three out of the Company’s ten current Directors would retire by rotation in 2013. They were:

1. Mr. Suthichai Sae-Yoon  Chairman of the Board of Directors
2. Mr. Sermsin Samalapa  Director
4. Miss Duangkamol Chotana  Director

In addition, the Company provided an opportunity for all minority shareholders to nominate qualified persons to be the Company's Board of Directors, from November 26, 2012 to January 31, 2013 via www.nbc.co.th. However, no one was nominated via such a method.
The Board of Directors, excluding directors with interest, viewed and considered that the three directors were equipped with experience and expertise and they had so far performed their duty according to the Corporate Governance Policy and contributed to the Company’s operation. The profiles of the three directors were available as per Appendix 6 in the meeting invitation letter. Therefore, the Company’s Board of Directors resolved to propose the Meeting to renew the tenure of the retiring directors for another term.

The President provided shareholders with an opportunity to question and express their views.

No questions were raised by shareholders. The Company President proposed the Meeting to consider voting for Agenda Item 5, To consider the election of Directors in place of those retiring by rotation. For a transparent voting and in line with the Company’s good governance principles, the Company President proposed the Meeting to consider voting for one director at a time separately. All shareholders used voting cards for their votes, which were then collected by the Company’s staff to calculate the results. The voting results would be announced to the shareholders after the voting had finished.

The Meeting has considered and the voting results to elect directors in place of those retiring by rotation with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

1) **Mr. Suthichai Sae-Yoon**

   
   | Approved: 114,440,626 votes | Equivalent to 99.8212% |
   | Disapproved: 5,000 votes | Equivalent to 0.0044% |
   | Abstained: 200,000 votes | Equivalent to 0.1745% |
   | Total: 114,645,626 votes | Equivalent to 100.0000% |

2) **Mr. Sermsin Samalapa**

   | Approved: 114,440,626 votes | Equivalent to 99.8212% |
   | Disapproved: 5,000 votes | Equivalent to 0.0044% |
   | Abstained: 200,000 votes | Equivalent to 0.1745% |
   | Total: 114,645,626 votes | Equivalent to 100.0000% |

3) **Miss Duangkamol Chotana**

   | Approved: 114,431,926 votes | Equivalent to 99.8136% |
   | Disapproved: 13,700 votes | Equivalent to 0.0119% |
   | Abstained: 200,000 votes | Equivalent to 0.1745% |
   | Total: 114,645,626 votes | Equivalent to 100.0000% |

**Remarks**: In this agenda, there were additional shareholders that attended the meeting, representing 70 shares after agenda 5 was approved.

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

The Company President informed the Meeting that the Company currently had 10 directors, the Board of Directors therefore agreed to recruit additionally certain persons of high caliber to be directors. The Board also proposed to the Meeting to appoint Mr. Thepchai Sae-Yong.
as a new independent director. Mr. Thepchai was considered a qualified person with knowledge, expertise and skills in broadcasting, which would contribute to the Company’s benefits in future. His brief profile was attached in Appendix 7 of the meeting invitation letter that had been sent to the shareholders.

The President provided an opportunity to all shareholders to express their views.

No questions were made and no opinion was expressed by shareholders. The Company’s President proposed the Meeting to appoint Mr. Thepchai Sae-Yong as the new Director.

The Meeting had considered and approved the appointment of Mr. Thepchai Sae-Yong as the new director of the Company with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

- **Approved:** 114,640,696 votes  Equivalent to 99.9956%
- **Disapproved:** 5,000 votes  Equivalent to 0.0044%
- **Abstained:** 0 votes  Equivalent to 0.0000%
- **Total:** 114,645,696 votes  Equivalent to 100.0000%

**Remarks:** In this agenda, there were additional shareholders that attended the meeting, representing 100 shares after agenda 6 was approved.

**Agenda Item 7 To consider the remuneration of directors for the year 2013**

The President informed the Meeting that 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 industrial standard and based on an average remuneration rate of business with similar size, including prospect for business expansion and growth of profit of the Company. The details of the directors’ remuneration for 2013 were available in the meeting invitation letter mailed to the shareholders.

In this regard, the total remuneration of directors for the year 2013 amounted to Baht 2,800,000 million, which increased from Baht 2,600,000 million of the year 2012, on account of the appointment of a new director. The remuneration for Chairman of the Board would be the same rate as that of the Chairman of Audit Committee. Similarly, the Executive Directors would receive the same remuneration as the Non-Executive Directors. The remuneration payment would be made quarterly.

<table>
<thead>
<tr>
<th>Name/Position</th>
<th>Remuneration for the Year 2013 (Proposed Year)</th>
<th>Remuneration for the Year 2012</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Chairman:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Mr. Suthichai Sae-Yoon</td>
<td>400,000.-</td>
<td>400,000.-</td>
</tr>
<tr>
<td><strong>Chairman of Audit Committee:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Dr. Supong Limtanakool</td>
<td>400,000.-</td>
<td>400,000.-</td>
</tr>
<tr>
<td><strong>Audit Committee:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Mr. Metha Soonthornjit</td>
<td>300,000.-</td>
<td>300,000.-</td>
</tr>
<tr>
<td>- Mr. Kittichai Lattisophonkul</td>
<td>300,000.-</td>
<td>300,000.-</td>
</tr>
<tr>
<td><strong>Independent Director:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Mrs. Suphanee Dechaburananon</td>
<td>200,000.-</td>
<td>200,000.-</td>
</tr>
<tr>
<td>Name/Position</td>
<td>Remuneration for the Year 2013 (Proposed Year)</td>
<td>Remuneration for the Year 2012</td>
</tr>
<tr>
<td>-------------------------------</td>
<td>-----------------------------------------------</td>
<td>--------------------------------</td>
</tr>
<tr>
<td>Non Executive Director:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Mr. Sermsin Samalapa</td>
<td>200,000.-</td>
<td>200,000.-</td>
</tr>
<tr>
<td>- Miss Duangkamol Chotana</td>
<td>200,000.-</td>
<td>200,000.-</td>
</tr>
<tr>
<td>- Mr. Sivaporn Chomsuwan</td>
<td>200,000.-</td>
<td>200,000.-</td>
</tr>
<tr>
<td>- Mr. Thepchai Sae-Yong*</td>
<td>200,000.-</td>
<td></td>
</tr>
<tr>
<td>Executive Director:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Mr. Adisak Limprungpatanakij</td>
<td>200,000.-</td>
<td>200,000.-</td>
</tr>
<tr>
<td>- Miss Aeumsree Boonhachairat</td>
<td>200,000.-</td>
<td>200,000.-</td>
</tr>
<tr>
<td>Total</td>
<td>2,800,000.-</td>
<td>2,600,000.-</td>
</tr>
</tbody>
</table>

The President provided shareholders with an opportunity to question and express their views. No Shareholders raised any questions or expressed further opinions. The Company President proposed the Meeting to consider voting for Agenda Item 7, To approve the directors’ remuneration for the year 2013.

The Meeting had considered and approved the remuneration of directors for the year 2013 with affirmative votes of not less than two-thirds of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

<table>
<thead>
<tr>
<th>Vote Type</th>
<th>Votes</th>
<th>Equivalent to</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approved</td>
<td>114,640,796</td>
<td>99.9956%</td>
</tr>
<tr>
<td>Disapproved</td>
<td>5,000</td>
<td>0.0044%</td>
</tr>
<tr>
<td>Abstained</td>
<td>0</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Total</td>
<td>114,645,796</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

**Agenda Item 8 To consider and approve the appointment of Company’s auditors and the determination of audit fee for the year 2013**

The President informed the Meeting that, according to the recommendation of Audit Committee, the Board of Directors proposed to the general meeting of the shareholders to appoint KPMG Poomchai Audit Ltd. as the auditors of the Company as follows:

1. Mr.Winid Silamongkol, Registration No. 3378 will sign the financial statements of the company for the year 2013 for the first year **or**
2. Mr.Vichien Thamtrakul, Registration No. 3183 will be auditor for the year 2013 **or**
3. Mr.Veerachai Ratanajaratkul, Registration No. 4323 will be auditor for the year 2013 **or**
4. Ms.Vannaporn Jongperadechanon, Registration No. 4098 will be auditor for the year 2013

All of the above four auditors had neither relationship with nor interests in the Company, its subsidiaries, jointly-controlled entities, its management, major shareholders or any related parties thereof. Therefore, they were independent to examine and able to express an unbiased opinion on the financial statements of the Company. Their performances were sound and satisfactory as well as the qualifications of the 4 auditors were not contrary to the regulations of the Stock Exchange of Thailand.

The Board of Directors under recommendations of the Audit Committee agreed to propose to the General Meeting of the Shareholders to consider the auditor fee of fiscal year 2013 for both the Company and its subsidiaries entity totaling 4 companies at Baht 905,000.-, which was equal to those of the previous years, as detailed in Appendix 8 attached to the meeting.
invitation letter that had been sent to the shareholders.

The President provided shareholders with an opportunity to question and express their views.

No Shareholders expressed further opinions. The Company President proposed the Meeting to consider voting for Agenda Item 8, To approve the appointment of the Company’s auditors and the auditors’ fee for the year 2013.

The Meeting resolved to appoint Mr. Winid Silamongkol, licence No. 3378 and/or Mr. Vichien Thamtrakul, licence No. 3183 and/or Mr. Veerachai Ratanajarathkul, licence No. 4323 and/or Ms. Vannaporn Jongperadechanon, licence No. 4098, the auditors of KPMG Poomchai Audit Ltd. as the auditors of the Company and its subsidiaries for the fiscal year 2013 with the fee at Baht 905,000 with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

- Approved: 114,442,796 votes Equivalent to 99.829%
- Disapproved: 200,000 votes Equivalent to 0.1745%
- Abstained: 3,000 votes Equivalent to 0.0026%
- Total: 114,645,796 votes Equivalent to 100.0000%

Remarks: In this agenda, there were additional shareholders that attended the meeting, representing 2,000 shares after agenda 8 was approved.

**Agenda Item 9** To consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No.1 in the amount of not exceeding 176,870,000 units to existing shareholders of the Company who subscribe for newly issued ordinary shares offered to existing shareholders in proportion to their shareholdings (Rights Offering)

The Chairman assigned Financial Advisor (Ms. Jirayong Anuman-Rajadhon) to conduct the Meeting.

Ms. Jirayong Anuman-Rajadhon (Financial Advisor) informed that in order to raise fund for the Company’s investment in digital television business, related business to the existing business of the Company, and to reserve as the Company’s working capital, the Board of Directors deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 1 (“Warrants No.1”) in the amount of not exceeding 176,870,000 units to the existing shareholders of the Company who subscribed for newly issued ordinary shares offered to such existing shareholders in proportion to their shareholdings (Rights Offering) at the ratio of 2 newly issued ordinary shares to 1 unit of warrant without any charge, and at the exercise price of Baht 3 per share. The above-mentioned details of this agenda were available in the invitation letters submitted to shareholders.

In addition, for the ease and successful completion of the issuance and offering of Warrants No.1, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorize the Board of Directors of the Company or the person(s) appointed by the Board of Directors of the Company to consider, determine or amend the terms, conditions and other details which were necessary and relevant to the issuance and offering of Warrants No.1, as necessary and
appropriate pursuant to relevant laws, as well as to perform any acts, including but not limited to seeking approvals from relevant authorities and having Warrants No.1 together with the ordinary shares issued to accommodate the exercise of Warrants No.1 listed on the SET or the Market for Alternative Investment (the “MAI”).

The President provided the shareholders an opportunity to raise any questions and comment.

The shareholders requested the Meeting to review basic principles of subscription for newly issued ordinary shares and issuance of the warrants of the Company, as well as to confirm their understanding. Namely, the entitlement proportion to purchase ordinary shares was 1 existing ordinary share was entitled to subscribe 2 newly issued shares at the exercise price of Baht 3 per share, and any shareholders who subscribed two newly issued shares would be allocated 1 unit of warrant at the exercise price of Baht 3 per share.

Ms. Jirayong Anuman-Rajadhon (Financial Advisor) explained the basic principles of subscription for newly issued ordinary shares and issuance of the warrants of the Company that the shareholders mentioned were right. But any shareholders who subscribed two newly issued shares would be allocated 1 unit of warrant at the exercise price of Baht 0 per share, and in case they intended to transform rights from such warrants into ordinary shares, they had to pay for such rights at Baht 3 per share according to rounds of right entitlement.

No Shareholders made any more questions or expressed further opinions. The Company President proposed the Meeting to consider approving the above-mentioned details providing that this agenda had to be approved with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

The Meeting had considered and approved the above-mentioned details with affirmative votes of more than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

<table>
<thead>
<tr>
<th></th>
<th>Votes</th>
<th>Equivalent to</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approved:</td>
<td>114,642,796</td>
<td>99.9956%</td>
</tr>
<tr>
<td>Disapproved:</td>
<td>5,000</td>
<td>0.0044%</td>
</tr>
<tr>
<td>Abstained:</td>
<td>0</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Total:</td>
<td>114,647,796</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

**Agenda Item 10** To consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No.2 in the amount of not exceeding 8,798,905 units to directors, executives, and/or employees of the Company and/or its subsidiaries

The Chairman assigned Financial Advisor (Ms. Jirayong Anuman-Rajadhon) to conduct the Meeting.

Ms. Jirayong Anuman-Rajadhon (Financial Advisor) informed that in order to reward and compensate the directors, executives and/or employees of the Company and/or its subsidiaries and to retain experienced personnel in television and new media businesses with the Company and/or its subsidiaries so as to enable the Company to maintain its capability to run its business in a long term towards the future, as well as to raise fund to reserve as the Company’s working capital, the meeting of the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the issuance and offering of the warrants to purchase
ordinary shares of the Company to directors, executives, and/or employees of the Company and/or its subsidiaries No.2 (“ESOP Warrants No.2”) in the amount of not exceeding 8,798,905 units without any charge, and at the exercise price of Baht 3 per share. The above-mentioned details of this agenda were available in the attachment to the invitation letters submitted to shareholders.

In addition, for the ease and successful completion of the issuance and offering of ESOP Warrants No.2, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorize the Board of Directors of the Company or the person(s) appointed by the Board of Directors of the Company to consider, determine or amend the terms, conditions and other details which were necessary and relevant to the issuance and offering of ESOP Warrants No.2, as necessary and appropriate pursuant to relevant laws, as well as to perform any acts, including but not limited to seeking approvals from relevant authorities and having the ordinary shares issued to accommodate the exercise of ESOP Warrants No.2 listed on the SET or the MAI.

In this connection, this agenda required an approval from the shareholders’ meeting with a number of votes of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, and the shares held by the shareholders who objected to the issuance and offering of ESOP Warrants No.2 should not exceed 10% of the total number of votes of shareholders attending the meeting.

List of directors who were entitled for the allotment of ESOP-Warrant No.2

<table>
<thead>
<tr>
<th>NAME</th>
<th>Position</th>
<th>Allocated Units</th>
<th>% of total issuance Units</th>
<th>No. of Shares Held as at March 15, 2013</th>
<th>% of total Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Adisak Limprunpatanakij</td>
<td>Director/President</td>
<td>439,000</td>
<td>4.99</td>
<td>50,010</td>
<td>0.03</td>
</tr>
<tr>
<td>Miss Duangkamol Chotana</td>
<td>Director</td>
<td>270,000</td>
<td>3.07</td>
<td>40,490</td>
<td>0.02</td>
</tr>
<tr>
<td>Mr. Thepchai Sae-Yong</td>
<td>Director</td>
<td>270,000</td>
<td>3.07</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Miss Aeumsree Boonhachairat</td>
<td>Director</td>
<td>135,000</td>
<td>1.53</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mr. Sivaporn Chomsuwan</td>
<td>Director</td>
<td>135,000</td>
<td>1.53</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td>1,249,000</td>
<td>14.19</td>
<td>90,500</td>
<td>0.05</td>
</tr>
</tbody>
</table>

Nevertheless, Mr. Adisak Limprunpatanakij and Miss Duangkamol Chotanathese would not be entitled to cast their votes for this agenda. Similarly, none of the employees would be allocated the ESOP Warrants more than 5% of the total to be issued and offered for the purchase.

The President provided the shareholders an opportunity to raise any questions and comment.

**Questions raised by the shareholders**

**Question No.1**

**Shareholder:** Why was the warrant to purchase ordinary shares of the Company to directors, executives, and/or employees of the Company and/or its subsidiaries No.2 (“ESOP Warrants No.2”) set at the exercise price of Baht 3 per share? In case the Company
considered its future business operations good and prosperous, should it be set higher? Besides, was the issuance and offering of the ESOP Warrants No.2 proceeded for only these 5 directors as proposed?

**Mr. Suthichai Sae-Yoon (Chairman of the Board of Directors):** Both the shareholders and the employees were then being encouraged each other and cooperately, creating new things. The Company’s Management believed if its business operation tended to grow up in the future at the launch of digital television business as well as the rise in stock price and that none of compensation was given to any employees, the ESOP Warrants No.2 would be offered and set at the price as proposed by the shareholder. As to the issuance and offering of the ESOP Warrants No.2, it wasn’t allocated to only these 5 directors as proposed, but to all the Company’s directors, executives, and/or employees of the Company and/or its subsidiaries (based on the Company’s rules and principles) so as to create motivation in working and to retain executives and employees who were dedicated and contributed for the most and best benefits to the Company in a long term.

**Question No.2**

**Shareholder:** In the opinion of the Company’s Management, was the total amount of Baht 1 billion to be received from this fund raise sufficient for bid submission of the License for Digital Television? And did the Company expect to bid for more than 1 Licenses to accommodate the contents apart from that of news presentation?

**Mr. Suthichai Sae-Yoon (Chairman of the Board of Directors):** the Company’s target was to submit the bid of License for Digital Television Business for 1 channel so as to produce news only. Thus, the Company expected the amount to be received from this fund raise should be sufficient for such an operation. Still, in case of insufficiency, the issuance and offering of the warrants to purchase debenture of the Company in the amount of Baht 500 million might be additionally proceeded. This issue would be proposed to the General Meeting of Shareholders for further consideration.

No Shareholders made any more questions or expressed further opinions. The Company President proposed the Meeting to consider approving the above-mentioned details providing that this agenda had to be approved with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

The Meeting had considered and approved the above-mentioned details with affirmative votes of more than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, and without the disapproval of shareholders whose the total shares exceeded 10% of the total number of votes of shareholders attending the meeting, as follows:

<table>
<thead>
<tr>
<th></th>
<th>Votes</th>
<th>Equivalent to</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approved:</td>
<td>114,557,296</td>
<td>100.0000%</td>
</tr>
<tr>
<td>Disapproved:</td>
<td>0</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Abstained:</td>
<td>0</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Total:</td>
<td>114,557,296</td>
<td>100.0000%</td>
</tr>
<tr>
<td>Non Voting right:</td>
<td>90,500</td>
<td></td>
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</tbody>
</table>
Agenda Item 11 To consider and approve the increase of the Company’s registered capital in the amount of Baht 541,843,962 from the current registered capital of Baht 178,500,000 to the new registered capital of Baht 720,343,962 by issuing 541,843,962 newly issued ordinary shares at par value of Baht 1 per share, and to consider and approve the amendment to Article 4 of the Company’s Memorandum of Association to be in accordance with the increase of the Company’s registered capital.

The Chairman assigned Financial Advisor (Ms. Jirayong Anuman-Rajadhon) to conduct the Meeting.

Ms. Jirayong Anuman-Rajadhon (Financial Advisor) informed that in order to accommodate (i) the issuance and offering as well as the exercise of Warrants No.1 and ESOP Warrants No.2 pursuant to Agenda 9 and 10 above, (ii) the subscription of newly issued ordinary shares offered to existing shareholders in proportion to their shareholdings, and (iii) the rights adjustment of the warrants to purchase ordinary shares of the Company offered to directors, executives and/or employees of the Company and/or its subsidiaries No.1 (“ESOP Warrants No.1”) as mentioned in Agenda 12, as well as to utilize the proceeds received from the capital increase for the investment in digital television business, related business to the existing business of the Company, and to reserve as the Company’s working capital, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the increase of the Company’s registered capital in the amount of Baht 541,843,962 from the current registered capital of Baht 178,500,000 to the new registered capital of Baht 720,343,962 by issuing 541,843,962 new ordinary shares at par value of Baht 1 per share.

In addition, in order to reflect the increase of the Company’s registered capital above, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the amendment to Article 4 of the Company’s Memorandum of Association regarding the registered capital by cancelling the existing provision and replacing it with the following provision:

“No. 4 Registered Capital Baht 720,343,962 (Seven hundred twenty million three hundred forty three thousand nine hundred and sixty two Baht)

Divided into 720,343,962 shares (Seven hundred twenty million three hundred forty three thousand nine hundred and sixty two shares)

With par value of Baht 1 (One Baht)

Divided into

Ordinary shares 720,343,962 shares (Seven hundred twenty million three hundred forty three thousand nine hundred and sixty two shares)

Preferred shares - - ”

The President provided the shareholders an opportunity to raise any questions and comments.
Questions raised by Shareholders

Shareholder: The Shareholder doubted about the remaining number of the ESOP Warrants No.1, i.e. units 1.63 million, which was different from the reserved number of shares, totaling units 2.43 million, to be adjusted for rights of ESOP Warrants No.1.

Financial Advisor: According to the Company’s explanation to its shareholders and SET on March 13, 2013, the terms and conditions of the Office of the Securities and Exchange Commission and the principles for rights of the ESOP Warrants No.1, a certain item stipulated, “In case the Company issues newly ordinary shares or new convertible securities during the issuance of the ESOP Warrants at the price lower than the market price, such ESOP Warrants shall be recalculated to adjust rights of the ESOP Warrants already issued so as to maintain the benefits and remuneration of the owners of ESOP Warrants not to be less than the existing ones.” In this connection, the accommodating number of units 2.43 million was an addition to the balance of the existing 1.63 million shares, of which the rights had been newly adjusted accordingly.

No Shareholders made any more questions or expressed further opinions. The Company President proposed the Meeting to consider approving the above-mentioned details providing that this agenda had to be approved with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

The Meeting had considered and approved the above-mentioned details with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

<table>
<thead>
<tr>
<th></th>
<th>Number of Votes</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approved</td>
<td>114,642,796</td>
<td>99.9956%</td>
</tr>
<tr>
<td>Disapproved</td>
<td>5,000</td>
<td>0.0044%</td>
</tr>
<tr>
<td>Abstained</td>
<td>0</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Total</td>
<td>114,647,796</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

Agenda Item 12 To consider and approve the allocation of the newly issued ordinary shares of the Company

The Chairman assigned Financial Advisor (Ms. Jirayong Anuman-Rajadhon) to conduct the Meeting.

Ms. Jirayong Anuman-Rajadhon (Financial Advisor) informed that pertinent to the proposal made to the 2013 Annual General Meeting of Shareholders to consider and approve the increase of the Company’s registered capital in Agenda 11 above, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares of the Company in the amount of not exceeding 541,843,962 shares at par value of Baht 1 per share with details as follows:

12.1 the allocation of not exceeding 353,740,000 newly issued ordinary shares of the Company at par value of Baht 1 per share by offering to existing shareholders of the Company in proportion to their shareholdings (Rights Offering) with details as follows:
(a) The newly issued ordinary shares should be offered at the ratio of 1 existing ordinary share to 2 newly issued ordinary shares at the offering price of Baht 3 per share.

(b) The existing shareholders should be entitled to subscribe for the newly issued ordinary shares in accordance with, less than, or in excess of their entitlements, according to their entitlement ratio. In this regard, the existing shareholders who subscribed for the newly issued ordinary shares in accordance with or less than their entitlements should be allocated with such shares in a full amount and the existing shareholders who oversubscribed for the newly issued ordinary shares should be allocated with the excess shares only if there remained newly issued ordinary shares from the offering to existing shareholders who subscribe for the newly issued ordinary shares in proportion to their subscription rights. In addition, the Company should allocate the remaining newly issued ordinary shares to the existing shareholders who wished to oversubscribe for the remaining shares based on a pro rata basis, at the same offering price as that offered to other existing shareholders. In the event that the amount of the remaining newly issued ordinary shares was less than the amount of shares for which the existing shareholders wished to oversubscribe, the Company should allocate the remaining newly issued ordinary shares to each existing shareholder who oversubscribed for such remaining shares based on a pro rata basis. In this connection, this process should continue until there was no remaining newly issued ordinary share.

(c) The names of shareholders who were eligible to subscribe for newly issued ordinary shares together with Warrants No.1 pursuant to the terms specified by the Company should be recorded on Thursday March 14, 2013 (Record Date) and collected pursuant to Section 225 of the Securities Act by the closing of the Register Book on Friday March 15, 2013. In this connection, the subscription and payment period for the newly issued ordinary shares offered to the existing shareholders in proportion to their shareholdings should be on July 2-5 and 8, 2013. However, the above subscription rights to the newly issued ordinary shares and Warrants No.1 were still uncertain as prior approval from the shareholders’ meeting of the Company was required.

(d) In the event where there remained the shares from the subscription by existing shareholders of the Company, the Company should propose to the next shareholders’ meeting to approve the reduction of the registered capital of the Company.

(e) In this regard, the shareholders who subscribed for and were allocated with the newly issued ordinary shares should also be allocated with Warrants No.1 at the ratio of 2 newly issued ordinary shares to 1 unit of warrant without any charge. The exercise ratio of such Warrants No.1 should be 1 unit of warrant to 1 newly issued ordinary share and the exercise price of such Warrants No.1 should be Baht 3 per share.

12.2 the allocation of not exceeding 176,870,000 newly issued ordinary shares of the Company at par value of Baht 1 per share to accommodate the exercise of Warrants No.1 to be offered to existing shareholders of the Company who subscribed for newly issued ordinary shares offered to the existing
shareholders in proportion to their shareholdings (Rights Offering) and had been allocated with such newly issued ordinary shares of the Company so issued and offered.

12.3 the allocation of not exceeding 8,798,905 newly issued ordinary shares of the Company at par value of Baht 1 per share to accommodate the exercise of ESOP Warrants No.2.

12.4 the allocation of not exceeding 2,435,057 newly issued ordinary shares of the Company at par value of Baht 1 per share to accommodate the rights adjustment of the ESOP Warrants No.1.

In addition, for the ease and successful completion of the above allocation, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorize the Board of Directors of the Company or the person(s) appointed by the Board of Directors of the Company to consider, determine or amend the details of the allocation, conditions and other relevant details of the allocation as well as the issuance and offering of newly issued ordinary shares and the issuance of ordinary shares to accommodate the exercise of Warrants No.1 and ESOP Warrants No.2, as necessary and appropriate pursuant to relevant laws, as well as to perform any acts, including but not limited to having the said shares listed on the SET or the MAI.

The President provided the shareholders an opportunity to raise any questions and comment.

**Questions raised by Shareholders**

**Question No.1**

Representative from Right Protection Volunteer: How did the Company evaluate possibility to get License for Digital Television Business? And how could the Company’s management team earn and increase revenue which, in their opinion, could produce profits within 1 year provided that the Company got the License?

Mr. Suthichai Sae-Yoon (Chairman of the Board of Directors): The Company was rather confident in the opportunity to get the License for Digital Television Business. The Company’s management team kept steadily in evaluating the situations of competitors, price or even terms and conditions of this bidding. Besides, their rich experiences in business operation, readiness of equipment and substantial information that the Company had got investment in and been well-prepared for, were all contributed to the revenue increase.

No Shareholders made any more questions or expressed further opinions. The Company President proposed the Meeting to consider approving the above-mentioned details providing that this agenda had to be approved with a majority vote of the total number of votes of the shareholders attending the meeting and having the right to vote.

The Meeting had considered and approved the above-mentioned details with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:
Agenda Item 13 To consider and approve the issuance and offering of debentures in an amount of not exceeding Baht 500,000,000

The Chairman assigned Financial Advisor (Ms. Jirayong Anuman-Rajadhon) to conduct the Meeting.

Ms. Jirayong Anuman-Rajadhon (Financial Advisor) informed that in order to raise fund to reserve as the Company’s working capital and to accommodate the Company’s business expansion, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the issuance and offering of debentures in an amount of not exceeding Baht 500,000,000, with details as follows:

Type: All types of debenture, specified or unspecified names of the holders, subordinated or unsubordinated, secured or unsecured and with or without representatives of the debenture holders.

Currency: Baht / US Dollar and/or other currencies.

Total value of Debentures: Not exceeding Baht 500,000,000. In case of issuance in foreign currency, the exchange rate quoted on the date of issuance of debentures (Issue Date) in each occasion shall be applied.

Face value: Baht 1,000 (One thousand) per unit

Maturity: The Board of Directors of the Company and/or any person(s) appointed by the Board of Directors of the Company were entitled to determine the terms of the debentures as appropriate, depending on the type of debentures and prevailing market conditions.

Allocation Methods: The debentures would be offered in Thailand and/or abroad, to the public and/or institutional investors and/or high net worth investors and/or specific investors. Such offerings might be offered in one or several offerings and/or on a revolving basis. In addition, the issuance and offering can be in separate occasions. The debentures might also be issued and offered to existing holders of debentures which were going to be matured or redeemed prior to maturity terms. In this regard, the Company would comply with laws, regulations and any other related rules as well as obtain necessary approvals from regulated authorities.

Premature Redemption: The holders of the debentures and the Company might or might not be entitled to the right to premature redemption, subject to the terms and conditions of debentures to be issued in each occasion. In this regard, the Company would comply with laws, regulations and any other related rules as well as obtain any necessary approvals from relevant regulatory.

Special Condition: In the case where the Company had redeemed or repaid the principal of the debentures issued under the total offering amount authorized above, the Company may additionally issue
and offer debentures in substitution of the debentures in the amount so redeemed or repaid.

In addition, for the ease and successful completion of the issuance and offering of debentures, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorize the Board of Directors of the Company and/or the person(s) appointed by the Board of Directors of the Company to (i) consider and determine details and other conditions relating to the issuance and offering of the debentures such as name, offering procedures, offering amount of each issuance, types of debentures, type of security, offering price per unit, terms of debentures, period of redemption, redemption prior to maturity, interest rate, principle and interest repayment method, allocation process, and other details of the offering of the debentures; (ii) appoint financial advisors and/or underwriters and/or credit rating agencies and/or any persons related to the issuance and offering of debentures; and (iii) negotiate, enter into agreements and sign any relevant documents and contracts, as well as perform any acts relating to the issuance and offering of debentures as necessary and appropriate.

The President provided the shareholders an opportunity to raise any questions and comment.

No Shareholders expressed any opinions. The Company President proposed the Meeting to consider approving the above-mentioned details providing that this agenda had to be approved with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

The Meeting had considered and approved the above-mentioned details with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

<table>
<thead>
<tr>
<th></th>
<th>Votes</th>
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<th></th>
</tr>
</thead>
<tbody>
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<td>votes</td>
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</tr>
<tr>
<td>Abstained</td>
<td>0</td>
<td>votes</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Total</td>
<td>114,647,796</td>
<td>votes</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

**Agenda Item 14 To consider other matters (if there are any)**

No other matters were considered.

The Chairman expressed his thanks to the shareholders for attending the Meeting.

The Meeting adjourned at 15.30 hrs.

Signature..................................... Chairman of the Meeting
Mr. Suthichai Sae-Yoon

Signature..................................... President
Mr. Adisak Limprungpatanakij
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.
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 2014, 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 22, 2013 and January 31, 2014. 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.
Attached Document No.6

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

Name: Mr. Metha Soonthornjit

Age: 53 Years

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 - 2012 Manager
Lawman Standard Co., Ltd.
2009 - Present Member of The Audit Committee
Nation Broadcasting Corporation Plc.
2012 - Present Manager
Lawman and Metha Co., Ltd.

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

No. of Shares Held as at December 27, 2013
: -None-

<table>
<thead>
<tr>
<th>Relationship Characteristics</th>
<th>Relationship Characteristics</th>
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<tbody>
<tr>
<td>Being related persons or close relatives to</td>
<td>-None-</td>
</tr>
<tr>
<td>management or major shareholders of the company</td>
<td></td>
</tr>
<tr>
<td>and its subsidiaries</td>
<td></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></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>
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 2013

<table>
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<tr>
<th>Holding the post of the Company’s Director</th>
<th>The Meeting Attendance in 2013</th>
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</thead>
<tbody>
<tr>
<td>As of December 31, 2013</td>
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<tr>
<td>4 Years 9 Months Appointed as a director since March 12, 2009</td>
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Information of holding a directorship in listed company or non listed company or other rival incorporation

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<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>

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: Mr. Adisak Limprungpatanakij

Age: 53 Years

Education Background:
- BA, Accounting, Thammasat University

Training:
Thai Institute of Directors Association
- Director Certification Program (DCP#71)

Experience:
- 1982 - 1985: Reporter
  Matuphoom Daily and Matuphoom Business Weekly
  Nation Publishing Group Co., Ltd.
- 1992 - 1999: Editor - Krungthep Turakij
- 1998 - 1999: President of The Economic Reporters Association
- 2000 - 2008: Editor - Nation Channel and Nation Radio
  Nation Broadcasting Corporation Co., Ltd.
- 2001 - 2004: Editor - Kom Chad Luek
- 2009 - 2010: President of Satellite Television Association (Thailand)
- 2009 - Present: President
  Nation Broadcasting Corporation Plc.
- 2012 – Present: Director
  Nation Multimedia Group Plc.

Type of Current Director: Director/President

No. of Shares Held as at December 27, 2013: 1,335,230 shares (0.25%)
The profile of the nominated person to replace directors retiring by rotation

Relationship Characteristics

<table>
<thead>
<tr>
<th>Item</th>
<th>Relationship Characteristics</th>
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<td>Being related persons or close relatives to management or major shareholders of the company and its subsidiaries</td>
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</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>Involved in managing and oversee the operations of Nation Group as follows:</td>
</tr>
<tr>
<td>Position</td>
<td>Company</td>
</tr>
<tr>
<td>Director</td>
<td>NBC Next Vision Co., ltd.</td>
</tr>
<tr>
<td>Director</td>
<td>NBC Next Screen Co., ltd.</td>
</tr>
<tr>
<td>Director</td>
<td>NBC Nextmedia Co., Ltd.</td>
</tr>
<tr>
<td>Director</td>
<td>NML Co., Ltd.</td>
</tr>
<tr>
<td>Director</td>
<td>Nation U Co., Ltd.</td>
</tr>
<tr>
<td>Director</td>
<td>Kom Chad Luek Co., Ltd.</td>
</tr>
</tbody>
</table>

Information Holding the post of the Company’s Director and Meeting Attendance in 2013

<table>
<thead>
<tr>
<th>Holding the post of the Company’s Director</th>
<th>The Meeting Attendance in 2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>As of December 31, 2013</td>
<td>Board of Directors</td>
</tr>
<tr>
<td>13 Years 1 Month Appointed as a director since November 23, 2000</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>1</td>
<td>Director/ Nation Multimedia Group Plc.</td>
<td>6</td>
</tr>
</tbody>
</table>

Type of Nominated Director : Director
The profile of the nominated person to replace directors retiring by rotation

Name: Miss Aeumsree Boonhachairat
Age: 54 Years

Education Background:
- BBA, Assumption University

Training:
Thai Institute of Directors Association:
- Director Certification Program (DCP#82)

Thai Listed Companies Association:
- Executive Development Program (EDP#4)

Experience:

<table>
<thead>
<tr>
<th>Year</th>
<th>Position</th>
<th>Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>2003 - 2006</td>
<td>Chief Operating Officer</td>
<td>Inspire Entertainment Co., Ltd.</td>
</tr>
<tr>
<td>2006 - 2007</td>
<td>President - Special Publications Business Unit</td>
<td>Nation Multimedia Group Plc.</td>
</tr>
<tr>
<td>2008 - 2009</td>
<td>Chief Operating Officer - Advertising</td>
<td>Nation Multimedia Group Plc.</td>
</tr>
<tr>
<td>2009 - Present</td>
<td>Director</td>
<td>Nation Broadcasting Corporation Plc.</td>
</tr>
</tbody>
</table>

Type of Current Director: Director

No. of Shares Held as at December 27, 2013: 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></td>
</tr>
<tr>
<td>1. Being a director and not participate in day-to-day business</td>
<td>Involved in managing and oversee the operations as follows: Position Company: Director NBC Next Vision Co., Ltd. Director NBC Next Screen Co., Ltd.</td>
</tr>
<tr>
<td>2. Being a professional service provider (such as Auditor or Legal Consultant)</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 2013

<table>
<thead>
<tr>
<th>Holding the post of the Company’s Director</th>
<th>The Meeting Attendance in 2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>As of December 31, 2013</td>
<td>Board of Directors</td>
</tr>
<tr>
<td>4 Years 10 Months</td>
<td>4/5</td>
</tr>
<tr>
<td>Appointed as a director since February 18, 2009</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>2</td>
</tr>
</tbody>
</table>

Type of Nominated Director : Director
Attached Document No.7

Agenda Item 7

The details of the auditors for the fiscal year 2014

<table>
<thead>
<tr>
<th>2013</th>
<th>2014 (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. Winid Silamongkol</td>
<td>1. Ms. Patamavan Vadhanakul</td>
</tr>
<tr>
<td>Registration No. 3378</td>
<td>Registration No. 9832</td>
</tr>
<tr>
<td>2. Mr. Vichien Thamatrakul</td>
<td>2. Mr. Winid Silamongkol</td>
</tr>
<tr>
<td>Registration No. 3183</td>
<td>Registration No. 3378</td>
</tr>
<tr>
<td>3. Mr. Veerachai Ratanajaratakul</td>
<td>3. Mr. Vichien Thamatrakul</td>
</tr>
<tr>
<td>Registration No. 4323</td>
<td>Registration No. 3183</td>
</tr>
<tr>
<td>Registration No. 4098</td>
<td>Registration No. 4098</td>
</tr>
</tbody>
</table>

Mr. Winid Silamongkol is the Auditor who has affixed his signature to certify the Company’s financial statement in 2013 *(for the first year)*

Compensation of the auditor for the Company and its subsidiaries totals 905,000 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.

Ms. Patamavan Vadhanakul is the Auditor who has affixed his signature to certify the Company’s financial statement in 2014 *(for the first year)*

Compensation of the auditor for the Company and its subsidiaries totals 880,000 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.
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)
Attached Document No. 11

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. Supong Limtanakool

Age: 61 Years

Address: 16/3 Sukhumvit Road,
Khwaeng Klongtonnua,
Khet Wattana
Province Bangkok

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 Subcommitteee 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 Independent Director and 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 December 27, 2013
: None

Having conflicts of interest in the agenda item proposed in the annual General Meeting
of shareholders 2014
: No. (Except Agenda 6: Consider the remuneration of directors for the year 2014)
### Summary profile of the Independent Director
Who may be granted a proxy

<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>
<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 2013

<table>
<thead>
<tr>
<th>Holding the post of the Company’s Director</th>
<th>The Meeting Attendance in 2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>As of December 31, 2013</td>
<td>Audit Committee</td>
</tr>
<tr>
<td>4 Years 9 Months Appointed as a director since March 12, 2009</td>
<td>4/4</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 Polycons Plc.</td>
<td>2</td>
</tr>
</tbody>
</table>
Proxy (Form B.)

Written at

Date

Month

Year

(1) I/we, (My/Our name), of nationality, hereby appoint

[Address]

as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders 2014 on April 3, 2014 at 14.00 hrs, at the Conference Room, 7th Floor, Nation University Tower, 1854 Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok, Thailand or on other date, time and place as may be postponed or changed.

(2) Number of shares and have the right to vote equal to

shares and have the right to vote equal to

and have the right to vote equal to

shares and have the right to vote equal to

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

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

(b) The proxy holder shall vote in accordance with my intention as follows:
**Agenda 1**

To acknowledge the minutes of the 2013 Annual General Meeting of Shareholder held on April 24, 2013

<table>
<thead>
<tr>
<th>Approve</th>
<th>Disapprove</th>
<th>Abstain</th>
</tr>
</thead>
</table>

**Agenda 2**

To consider and approve the Company’s operating results and the Board of Directors’ report for the year 2013

<table>
<thead>
<tr>
<th>Approve</th>
<th>Disapprove</th>
<th>Abstain</th>
</tr>
</thead>
</table>

**Agenda 3**

To consider and approve the Company’s audited Balance Sheet and Profit and Loss statements for the year ended December 31, 2013

<table>
<thead>
<tr>
<th>Approve</th>
<th>Disapprove</th>
<th>Abstain</th>
</tr>
</thead>
</table>

**Agenda 4**

To consider and approve the dividend payment from the Company’s operation for the financial year ending December 31, 2013

<table>
<thead>
<tr>
<th>Approve</th>
<th>Disapprove</th>
<th>Abstain</th>
</tr>
</thead>
</table>

**Agenda 5**

To consider and approve the election of directors to replace those who completed the terms

<table>
<thead>
<tr>
<th>Approve</th>
<th>Disapprove</th>
<th>Abstain</th>
</tr>
</thead>
</table>

5.1 Name of Director: Mr. Metha Soonthornjit

<table>
<thead>
<tr>
<th>Approve</th>
<th>Disapprove</th>
<th>Abstain</th>
</tr>
</thead>
</table>

5.2 Name of Director: Mr. Adisak Limprungpatanakij

<table>
<thead>
<tr>
<th>Approve</th>
<th>Disapprove</th>
<th>Abstain</th>
</tr>
</thead>
</table>

5.3 Name of Director: Ms. Aeumsree Boonhachairat

<table>
<thead>
<tr>
<th>Approve</th>
<th>Disapprove</th>
<th>Abstain</th>
</tr>
</thead>
</table>

**Agenda 6**

To consider the remuneration of directors for the year 2014

<table>
<thead>
<tr>
<th>Approve</th>
<th>Disapprove</th>
<th>Abstain</th>
</tr>
</thead>
</table>

**Agenda 7**

To consider and approve the appointment of Company’s auditors and the determination of audit fee for the year 2014

<table>
<thead>
<tr>
<th>Approve</th>
<th>Disapprove</th>
<th>Abstain</th>
</tr>
</thead>
</table>
วาระที่ 8 พิจารณาให้สัดส่วนการประมูลและได้มาซึ่งใบอนุญาตให้ใช้สื่อความถี่เพื่อให้บริการโทรทัศน์ในระบบดิจิตอลประเภทบริการทางธุรกิจระดับชาติ รวมตลอดถึงการปฏิบัติตามเงื่อนไขก่อนรับใบอนุญาตให้ใช้สื่อความถี่ ดังกล่าวและการดำเนินการต่าง ๆ ที่เกี่ยวข้องของบริษัท เอ็นบีซี เน็กซ์วิชั่น จำกัด

Agenda 8 To consider and ratify the participation in the auction for and subsequent acquisition of the license to use allocated frequencies for national commercial digital television services as well as the fulfillment of preconditions to be granted such license and performance of any relevant actions by NBC Next Vision Company Limited

- เห็นด้วย 15 เสียง
- ไม่เห็นด้วย 0 เสียง
- งดออกเสียง 0 เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

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

- เห็นด้วย 15 เสียง
- ไม่เห็นด้วย 0 เสียง
- งดออกเสียง 0 เสียง

Approve votes Disapprove votes Abstain votes

(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) ในกรณีที่ผู้รับมอบฉันทะไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดให้หรือระบุไปไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาเลือกตั้งในเรื่องใดนอกจากเรื่องที่ระบุไว้ดังกล่าว รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงหรือผลการกระทร
ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะหรือให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือสิทธิ

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.
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